ONEILL LESLEE K

Form 4

March 08, 2005

# FORM 4

### UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

OMB Number:

3235-0287

Expires:

January 31, 2005

0.5

Estimated average burden hours per

**OMB APPROVAL** 

response...

if no longer subject to Section 16. Form 4 or Form 5

obligations

Check this box

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Last)

6301 FITCH PATH

(Print or Type Responses)

1. Name and Address of Reporting Person \* ONEILL LESLEE K

(First)

2. Issuer Name and Ticker or Trading

Symbol

ABERCROMBIE & FITCH CO

/DE/ [ANF]

3. Date of Earliest Transaction

(Month/Day/Year) 03/07/2005

(Street) 4. If Amendment, Date Original

(Middle)

Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to

Issuer

(Check all applicable)

Director 10% Owner \_X\_\_ Officer (give title Other (specify

below) SVP-Planning & Allocation

6. Individual or Joint/Group Filing(Check

Applicable Line)

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

Person

#### NEW ALBANY, OH 43054

(City)	(State)	(Zip) Tab	le I - Non-l	Derivative	Secur	ities Acqui	red, Disposed of	or Beneficial	ly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactic Code (Instr. 8)	omr Dispos (Instr. 3, 4	ed of (4 and 5 (A) or	(D)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Class A Common Stock	03/07/2005		M	Amount 83,700	(D)	\$ 40.375	151,597	D	
Class A Common Stock	03/07/2005		S	15,400	D	\$ 56.8	136,197	D	
Class A Common Stock	03/07/2005		S	1,900	D	\$ 56.81	134,297	D	
Class A Common	03/07/2005		S	1,000	D	\$ 56.82	133,297	D	

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Stock							
Class A Common Stock	03/07/2005	S	1,200	D	\$ 56.83	132,097	D
Class A Common Stock	03/07/2005	S	2,600	D	\$ 56.84	129,497	D
Class A Common Stock	03/07/2005	S	3,500	D	\$ 56.85	125,997	D
Class A Common Stock	03/07/2005	S	2,600	D	\$ 56.86	123,397	D
Class A Common Stock	03/07/2005	S	100	D	\$ 56.87	123,297	D
Class A Common Stock	03/07/2005	S	2,700	D	\$ 56.88	120,597	D
Class A Common Stock	03/07/2005	S	300	D	\$ 56.89	120,297	D
Class A Common Stock	03/07/2005	S	300	D	\$ 56.9	119,997	D
Class A Common Stock	03/07/2005	S	500	D	\$ 56.91	119,497	D
Class A Common Stock	03/07/2005	S	30,000	D	\$ 57	89,497	D
Class A Common Stock	03/07/2005	S	1,300	D	\$ 57.01	88,197	D
Class A Common Stock	03/07/2005	S	1,000	D	\$ 57.02	87,197	D
Class A Common Stock	03/07/2005	S	1,900	D	\$ 57.03	85,297	D
Class A Common Stock	03/07/2005	S	400	D	\$ 57.04	84,897	D

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Class A Common Stock	03/07/2005	S	1,300	D	\$ 57.05 83,597	D
Class A Common Stock	03/07/2005	S	300	D	\$ 57.06 83,297	D
Class A Common Stock	03/07/2005	S	200	D	\$ 57.07 83,097	D
Class A Common Stock	03/07/2005	S	500	D	\$ 57.08 82,597	D
Class A Common Stock	03/07/2005	S	5,100	D	\$ 57.1 77,497	D
Class A Common Stock	03/07/2005	S	700	D	\$ 57.11 76,797	D
Class A Common Stock	03/07/2005	S	300	D	\$ 57.12 76,497	D
Class A Common Stock	03/07/2005	S	600	D	\$ 57.13 75,897	D
Class A Common Stock	03/07/2005	S	400	D	\$ 57.14 75,497	D
Class A Common Stock	03/07/2005	S	1,400	D	\$ 57.15 74,097	D
Class A Common Stock	03/07/2005	S	500	D	\$ 57.17 73,597	D
Class A Common Stock	03/07/2005	S	400	D	\$ 57.18 73,197	D

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. 5. Number of TransactiorDerivative Code Securities (Instr. 8) Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option - Right to Buy	\$ 40.375	03/07/2005		M	83,700	<u>(1)</u>	03/02/2009	Class A Common Stock	83,700

## **Reporting Owners**

Reporting Owner Name / Address	Relationships
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Director 10% Owner Officer Other

ONEILL LESLEE K 6301 FITCH PATH NEW ALBANY, OH 43054

SVP-Planning & Allocation

### **Signatures**

By: Robert J. Tannous, Attorney-in-Fact 03/08/2005

\*\*Signature of Reporting Person Date

### **Explanation of Responses:**

- \* If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- \*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Option vests 10% on the 1st, 2nd, 3rd anniversaries of date of grant; 15% on the 4th anniversary; 20% on the 5th anniversary and 35% on the 6th anniversary.

#### **Remarks:**

This is the first Form 4 to be filed for transactions made on 3/7/05. Multiple Form 4s are being filed due to the 30 transaction Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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