

LEINO DAVID L
Form 4
November 17, 2004

FORM 4

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

Check this box
if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF
SECURITIES**

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
30(h) of the Investment Company Act of 1940

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
LEINO DAVID L

2. Issuer Name **and** Ticker or Trading
Symbol
ABERCROMBIE & FITCH CO
/DE/ [ANF]

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)
6301 FITCH PATH
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
11/16/2004

____ Director ____ 10% Owner
__X__ Officer (give title ____ Other (specify
below) below)
SVP-Director of Stores

NEW ALBANY, OH 43054

4. If Amendment, Date Original
Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check
Applicable Line)
__X__ Form filed by One Reporting Person
____ Form filed by More than One Reporting
Person

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	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 Ownership Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount (A) or (D)	Price	
Class A Common Stock	11/16/2004		M		46,778	A \$ 40.375	53,952 D
Class A Common Stock	11/16/2004		S		14,000	D \$ 44.36	39,952 D
Class A Common Stock	11/16/2004		S		2,800	D \$ 44.38	37,152 D
Class A Common	11/16/2004		S		4,200	D \$ 44.39	32,952 D

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Stock

Class A Common Stock	11/16/2004	S	6,200	D	\$ 44.4	26,752	D
Class A Common Stock	11/16/2004	S	100	D	\$ 44.41	26,652	D
Class A Common Stock	11/16/2004	S	2,900	D	\$ 44.42	23,752	D
Class A Common Stock	11/16/2004	S	2,600	D	\$ 44.44	21,152	D
Class A Common Stock	11/16/2004	S	11,978	D	\$ 44.45	9,174	D
Class A Common Stock	11/16/2004	S	1,000	D	\$ 44.47	8,174	D
Class A Common Stock	11/16/2004	S	1,000	D	\$ 44.48	7,174	D
Class A Common Stock						13	I By 401(k)

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

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(9-02)

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

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. Transaction Code (Instr. 8)	5. Number of Derivative Securities 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)	8. Amount or Number of Shares
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Stock									
Option -	\$ 40.375	11/16/2004		M	46,778	<u>(1)</u>	03/02/2009	Class A	
Right to								Common	46,778
Buy								Stock	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
LEINO DAVID L 6301 FITCH PATH NEW ALBANY, OH 43054			SVP-Director of Stores	

Signatures

By: Robert J. Tannous,
Attorney-in-Fact

11/17/2004

__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.

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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