

ABERCROMBIE & FITCH CO /DE/

Form 4/A

March 07, 2007

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
Number: 3235-0287
Expires: January 31,
2005
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(Print or Type Responses)

1. Name and Address of Reporting Person *
CHANG DIANE

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)
02/23/2007

____ Director ____ 10% Owner
☒ Officer (give title below) ____ Other (specify below)
SVP of Sourcing

NEW ALBANY, OH 43054

4. If Amendment, Date Original
Filed(Month/Day/Year)
02/27/2007

6. Individual or Joint/Group Filing(Check
Applicable Line)
☒ 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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount (A) or (D)	Price	
Class A Common Stock	02/23/2007		M		1,098	A \$ 25	125,716 D
Class A Common Stock	02/23/2007		M		25,000	A \$ 26.64	150,716 D
Class A Common Stock	02/23/2007		M		1,612	A \$ 26.98	152,328 D
Class A Common	02/23/2007		M		600	A \$ 37.69	152,928 D

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Stock							
Class A Common Stock	02/23/2007	M	7,500	A	\$ 29.5	160,428	D
Class A Common Stock	02/23/2007	S	30,050	D	\$ 79.5	130,378	D
Class A Common Stock	02/23/2007	S	400	D	\$ 79.51	129,978	D
Class A Common Stock	02/23/2007	S	300	D	\$ 79.52	129,678	D
Class A Common Stock	02/23/2007	S	300	D	\$ 79.53	129,378	D
Class A Common Stock	02/23/2007	S	600	D	\$ 79.54	128,778	D
Class A Common Stock	02/23/2007	S	500	D	\$ 79.56	128,278	D
Class A Common Stock	02/23/2007	S	1,400	D	\$ 79.57	126,878	D
Class A Common Stock	02/23/2007	S	800	D	\$ 79.58	126,078	D
Class A Common Stock	02/23/2007	S	400	D	\$ 79.61	125,678	D
Class A Common Stock	02/23/2007	S	100	D	\$ 79.64	125,578	D
Class A Common Stock	02/23/2007	S	400	D	\$ 79.66	125,178	D
Class A Common Stock	02/23/2007	S	300	D	\$ 79.67	124,878	D
Class A Common Stock	02/23/2007	S	100	D	\$ 79.7	124,778	D

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Class A Common Stock	02/23/2007	S	500	D	\$ 79.71	124,278	D
Class A Common Stock	02/23/2007	S	700	D	\$ 79.72	123,578	D
Class A Common Stock	02/23/2007	S	200	D	\$ 79.75	123,378	D
Class A Common Stock	02/23/2007	S	700	D	\$ 79.77	122,678	D
Class A Common Stock	02/23/2007	S	279	D	\$ 79.78	122,399	D
Class A Common Stock	02/23/2007	S	1,300	D	\$ 79.79	121,099	D
Class A Common Stock	02/23/2007	S	600	D	\$ 79.8	120,499	D
Class A Common Stock	02/23/2007	S	200	D	\$ 79.81	120,299	D
Class A Common Stock	02/23/2007	S	400	D	\$ 79.83	119,899	D
Class A Common Stock	02/23/2007	S	100	D	\$ 79.84	119,799	D
Class A Common Stock	02/23/2007	S	14,421	D	\$ 80	105,378	D

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

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SEC 1474
(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	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative Securities	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)
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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)							
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Stock Option - Right to Buy	\$ 37.69	02/23/2007	M		600		02/01/2003	02/01/2009	Class A Common Stock	600	
Stock Option - Right to Buy	\$ 29.5	02/23/2007	M		7,500		03/06/2006	03/06/2011	Class A Common Stock	7,500	
Stock Option - Right to Buy	\$ 25	02/23/2007	M		1,098		<u>(1)</u>	02/04/2012	Class A Common Stock	1,098	
Stock Option - Right to Buy	\$ 26.64	02/23/2007	M		25,000		<u>(2)</u>	02/28/2012	Class A Common Stock	25,000	
Stock Option - Right to Buy	\$ 26.98	02/23/2007	M		1,612		<u>(2)</u>	02/14/2013	Class A Common Stock	1,612	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
CHANG DIANE 6301 FITCH PATH NEW ALBANY, OH 43054			SVP of Sourcing	

Signatures

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

03/06/2007

__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 25% per year beginning on the date of grant.

- (2) Option vests 25% per year beginning on the first anniversary of the date of grant.

Remarks:

This Form 4 is being amended to correct the number of shares sold on 2/23/07.

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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