

GRIFFIN ARCHIE M
Form 4
February 27, 2007

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL
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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
GRIFFIN ARCHIE M

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)

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

Director 10% Owner
 Officer (give title below) Other (specify below)

THE OHIO STATE UNIV ALUMNI ASSOC, INC., 2200 OLENTANGY RIVER ROAD

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

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

(Street)

COLUMBUS, OH 432101035

(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) | (A) or (D) | 5. Amount or Price | 6. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 7. Nature of Ownership Indirect (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|------------|--------------------|---|--|
| Class A Common Stock | 02/23/2007 | | M | 4,000 | A | \$ 28.28 | 6,365 | D |
| Class A Common Stock | 02/23/2007 | | M | 16,000 | A | \$ 27.01 | 22,365 | D |
| Class A Common Stock | 02/23/2007 | | S | 200 | D | \$ 79.34 | 22,165 | D |

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| | | | | | | | |
|----------------------------|------------|---|-------|---|-------------|--------|---|
| Class A Common Stock | 02/23/2007 | S | 100 | D | \$ 79.35 | 22,065 | D |
| Class A Common Stock | 02/23/2007 | S | 884 | D | \$ 79.36 | 21,181 | D |
| Class A Common Stock | 02/23/2007 | S | 1,576 | D | \$ 79.37 | 19,605 | D |
| Class A Common Stock | 02/23/2007 | S | 1,040 | D | \$ 79.38 | 18,565 | D |
| Class A Common Stock | 02/23/2007 | S | 900 | D | \$ 79.39 | 17,665 | D |
| Class A Common Stock | 02/23/2007 | S | 1,300 | D | \$ 79.4 | 16,365 | D |
| Class A Common Stock | 02/23/2007 | S | 1,900 | D | \$ 79.41 | 14,465 | D |
| Class A Common Stock | 02/23/2007 | S | 900 | D | \$ 79.42 | 13,565 | D |
| Class A Common Stock | 02/23/2007 | S | 2,500 | D | \$ 79.43 | 11,065 | D |
| Class A Common Stock | 02/23/2007 | S | 1,400 | D | \$ 79.45 | 9,665 | D |
| Class A Common Stock | 02/23/2007 | S | 1,500 | D | \$ 79.46 | 8,165 | D |
| Class A Common Stock | 02/23/2007 | S | 100 | D | \$ 79.47 | 8,065 | D |
| Class A Common Stock | 02/23/2007 | S | 1,300 | D | \$ 79.49 | 6,765 | D |
| Class A Common Stock | 02/23/2007 | S | 1,675 | D | \$ 79.5 | 5,090 | D |
| Class A Common | 02/23/2007 | S | 700 | D | \$ 79.51 | 4,390 | D |

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| | | | | | | | | |
|----------------------------|------------|--|---|-----|---|-------------|-------|---|
| Stock | | | | | | | | |
| Class A Common Stock | 02/23/2007 | | S | 100 | D | \$ 79.52 | 4,290 | D |
| Class A Common Stock | 02/23/2007 | | S | 700 | D | \$ 79.53 | 3,590 | D |
| Class A Common Stock | 02/23/2007 | | S | 425 | D | \$ 79.54 | 3,165 | D |
| Class A Common Stock | 02/23/2007 | | S | 800 | D | \$ 79.55 | 2,365 | D |

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 Underlying Securities (Instr. 3 and 4) | |
|---|---|---|---|---|--|-----------|--|--------------------|--|-------------------------------------|
| | | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | | |
| Stock Option - Right to Buy | \$ 28.28 | 02/23/2007 | | M | | 4,000 | (4) | 02/03/2013 | Class A Common Stock | Amount or Number of Shares |
| Stock Option - Right to Buy | \$ 27.01 | 02/23/2007 | | M | | 16,000 | (4) | 05/22/2013 | Class A Common Stock | 16,000 |
| Phantom Stock | (1) | 02/23/2007 | | A | | 2,394 | (2) | (2) | Class A Common Stock | 2,394 |
| Restricted Stock Unit | (1) | 02/23/2007 | | M | | 2,394 | (3) | 08/21/2006 | Class A Common Stock | 2,394 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|--------------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| GRIFFIN ARCHIE M THE OHIO STATE UNIV ALUMNI ASSOC, INC. 2200 OLENTANGY RIVER ROAD COLUMBUS, OH 432101035 | X | | | |

Signatures

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

02/27/2007

__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) This award converts to common stock on a 1-for-1 basis.
- (2) The shares of phantom stock become payable upon the reporting person's termination of service as a director.
- (3) Restricted Stock Unit vests on the latter of (i) 8/21/06 or (ii) the first open window trading date following the first anniversary of the grant date.
- (4) Option vests 25% per year beginning on the date of grant.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.