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ABERCROMBIE & FITCH CO /DE/

Form 4

November 28, 2006

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL

OMB 3235-0287 Number:

January 31, Expires: 2005

0.5

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response...

Check this box if no longer subject to Section 16.

Form 4 or Form 5 obligations

may continue. See Instruction

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

1(b).

(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]

3. Date of Earliest Transaction

(Month/Day/Year)

X_ Director Officer (give title

5. Relationship of Reporting Person(s) to

(Check all applicable)

10% Owner Other (specify

THE OHIO STATE UNIV ALUMNI 10/27/2006 ASSOC, INC., 2200 OLENTANGY

(First)

RIVER ROAD

1.Title of

Security

(Instr. 3)

(Last)

(Street)

(Month/Day/Year)

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

(Instr. 8)

6. Individual or Joint/Group Filing(Check Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

Issuer

below)

COLUMBUS, OH 432101035

(City) (State)

Execution Date, if

(Month/Day/Year)

(Zip)

2. Transaction Date 2A. Deemed

(Middle)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 3.

4. Securities TransactionAcquired (A) or Code Disposed of (D)

Code V Amount (D) Price

(Instr. 3, 4 and 5)

(A)

5. Amount of Securities Beneficially Owned Following

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial Ownership (Instr. 4) (Instr. 4)

Reported Transaction(s) (Instr. 3 and 4)

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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)	4. 5. Number Transaction Code Derivative (Instr. 8) Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		ative ties red sed 3, 4,	Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8. Price of Derivativ Security (Instr. 5)
			Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Phantom Stock	(1)	10/27/2006	A	110		(2)	(2)	Class A Common Stock	110	\$ 0

Reporting Owners

Relationships

GRIFFIN ARCHIE M THE OHIO STATE UNIV ALUMNI ASSOC, INC. 2200 OLENTANGY RIVER ROAD COLUMBUS, OH 432101035



Signatures

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

**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) Total includes accrued dividends.

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.

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