

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

SCHEDULE 13D

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT
TO RULE 13d-1(a) AND AMENDMENTS THERETO FILED PURSUANT TO RULE 13d-2(a)

(AMENDMENT NO. 29)

LIMITED BRANDS, INC.
(Name of Issuer)

COMMON STOCK, \$0.50 PAR VALUE 532716-10-7

(Title of class of securities) (CUSIP number)

RAYMOND O. GIETZ, ESQ.
WEIL, GOTSHAL & MANGES LLP
767 FIFTH AVENUE
NEW YORK, NEW YORK 10153
(212) 310-8000

(Name, address and telephone number of person authorized
to receive notices and communications)

AUGUST 29, 2003

(Date of event which requires filing of this statement)

If the filing person has previously filed a statement on Schedule 13G to report
the acquisition that is the subject of this Schedule 13D, and is filing this
schedule because of Rules 13d-1(e), 13d-1(f) or 13d-1(g), check the following
box .

CUSIP No. 532716-10-7 13D Page 2

1 NAME OF REPORTING PERSON: Leslie H. Wexner
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY):

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP: (A)
(B)

3 SEC USE ONLY

4 SOURCE OF FUNDS: N/A

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e):

6 CITIZENSHIP OR PLACE OF ORGANIZATION: United States

7 NUMBER OF SHARES 7 SOLE VOTING POWER: 22,145,827

8 BENEFICIALLY OWNED BY 8 SHARED VOTING POWER: 40,612,135

9 EACH REPORTING 9 SOLE DISPOSITIVE POWER: 23,305,741

10 PERSON WITH 10 SHARED DISPOSITIVE POWER: 40,612,135

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY REPORTING PERSON: 63,917,876

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES:

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11): 12.1%

14 TYPE OF REPORTING PERSON: IN

SEE INSTRUCTIONS BEFORE FILLING OUT!

1 NAME OF REPORTING PERSON: Abigail S. Wexner
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY):

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP: (A)
(B)

3 SEC USE ONLY

4 SOURCE OF FUNDS: N/A

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e):

6 CITIZENSHIP OR PLACE OF ORGANIZATION: United States

NUMBER OF SHARES	7	SOLE VOTING POWER:	-0-
BENEFICIALLY OWNED BY	8	SHARED VOTING POWER:	10,112,135
EACH REPORTING	9	SOLE DISPOSITIVE POWER:	-0-
PERSON WITH	10	SHARED DISPOSITIVE POWER:	10,112,135

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY REPORTING PERSON: 10,112,135

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES:

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11): 1.9%

14 TYPE OF REPORTING PERSON: IN

SEE INSTRUCTIONS BEFORE FILLING OUT!

1 NAME OF REPORTING PERSON: The Wexner Children's Trust II
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY):

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP: (A)
(B)

3 SEC USE ONLY

4 SOURCE OF FUNDS: N/A

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e):

6 CITIZENSHIP OR PLACE OF ORGANIZATION: Ohio

NUMBER OF SHARES	7	SOLE VOTING POWER:	3,500,000
BENEFICIALLY OWNED BY	8	SHARED VOTING POWER:	-0-
EACH REPORTING	9	SOLE DISPOSITIVE POWER:	3,500,000
PERSON WITH	10	SHARED DISPOSITIVE POWER:	-0-

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY REPORTING PERSON: 3,500,000

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES:

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11): 0.7%

14 TYPE OF REPORTING PERSON: 00

SEE INSTRUCTIONS BEFORE FILLING OUT!

1 NAME OF REPORTING PERSON: The Children Trust
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY):

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP: (A)
(B)

3 SEC USE ONLY

4 SOURCE OF FUNDS: N/A

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e):

6 CITIZENSHIP OR PLACE OF ORGANIZATION: Ohio

NUMBER OF SHARES	7	SOLE VOTING POWER:	-0-
BENEFICIALLY OWNED BY	8	SHARED VOTING POWER:	-0-
EACH REPORTING	9	SOLE DISPOSITIVE POWER:	-0-
PERSON WITH	10	SHARED DISPOSITIVE POWER:	-0-

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY REPORTING PERSON: -0-

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES:

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11): 0%

14 TYPE OF REPORTING PERSON: 00

SEE INSTRUCTIONS BEFORE FILLING OUT!

1 NAME OF REPORTING PERSON: The Birthday Trust
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY):

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP: (A)
(B)

3 SEC USE ONLY

4 SOURCE OF FUNDS: N/A

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e):

6 CITIZENSHIP OR PLACE OF ORGANIZATION: Ohio

NUMBER OF SHARES	7	SOLE VOTING POWER:	2,498,670
BENEFICIALLY OWNED BY	8	SHARED VOTING POWER:	-0-
EACH REPORTING	9	SOLE DISPOSITIVE POWER:	2,498,670
PERSON WITH	10	SHARED DISPOSITIVE POWER:	-0-

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY REPORTING PERSON: 2,498,670

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES:

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11): 0.5%

14 TYPE OF REPORTING PERSON: 00

SEE INSTRUCTIONS BEFORE FILLING OUT!

1 NAME OF REPORTING PERSON: The Abigail Trust
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY):

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP: (A)
(B)

3 SEC USE ONLY

4 SOURCE OF FUNDS: N/A

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e):

6 CITIZENSHIP OR PLACE OF ORGANIZATION: Ohio

NUMBER OF SHARES	7	SOLE VOTING POWER:	12,000,000
BENEFICIALLY OWNED BY	8	SHARED VOTING POWER:	-0-
EACH REPORTING	9	SOLE DISPOSITIVE POWER:	12,000,000
PERSON WITH	10	SHARED DISPOSITIVE POWER:	-0-

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY REPORTING PERSON: 12,000,000

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES:

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11): 2.3%

14 TYPE OF REPORTING PERSON: 00

SEE INSTRUCTIONS BEFORE FILLING OUT!

1 NAME OF REPORTING PERSON: Wexner Personal Holdings Corporation
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY):

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP: (A)
(B)

3 SEC USE ONLY

4 SOURCE OF FUNDS: N/A

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e):

6 CITIZENSHIP OR PLACE OF ORGANIZATION: Delaware

NUMBER OF SHARES	7	SOLE VOTING POWER:	8,000,000
BENEFICIALLY OWNED BY	8	SHARED VOTING POWER:	-0-
EACH REPORTING	9	SOLE DISPOSITIVE POWER:	8,000,000
PERSON WITH	10	SHARED DISPOSITIVE POWER:	-0-

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY REPORTING PERSON: 8,000,000

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES:

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11): 1.5%

14 TYPE OF REPORTING PERSON: CO

SEE INSTRUCTIONS BEFORE FILLING OUT!

1 NAME OF REPORTING PERSON: H.R.E.I. Trust
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY):

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP: (A)
(B)

3 SEC USE ONLY

4 SOURCE OF FUNDS: N/A

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e):

6 CITIZENSHIP OR PLACE OF ORGANIZATION: Ohio

NUMBER OF SHARES	7	SOLE VOTING POWER:	-0-
BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	8	SHARED VOTING POWER:	15,000,000
	9	SOLE DISPOSITIVE POWER:	-0-
	10	SHARED DISPOSITIVE POWER:	15,000,000

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY REPORTING PERSON: 15,000,000

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES:

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11): 2.9%

14 TYPE OF REPORTING PERSON: 00

SEE INSTRUCTIONS BEFORE FILLING OUT!

This Amendment No. 29 amends the Schedule 13D dated June 25, 1985, as amended in certain respects by Amendments No. 1 through 28 thereto, and is filed by Leslie H. Wexner, for and on behalf of himself, Abigail S. Wexner, The Wexner Children's Trust II, The Children Trust, The Birthday Trust, The Abigail Trust, Wexner Personal Holdings Corporation, and H.R.E.I. Trust (collectively, the "Purchasers"), with respect to the common stock, \$0.50 par value per share (the "Common Stock"), of Limited Brands, Inc. (the "Company").

Item 2. Identity and Background.

Item 2 is amended as follows:

H.R.E.I. Trust is a trust organized under the laws of Ohio. Its principal business is investments, and its principal office is 6525 West Campus Oval, Suite 105, New Albany, Ohio 43054. The trustees of the trust are Leslie H. Wexner and Jeffrey E. Epstein.

During the last five years neither the H.R.E.I. Trust, nor to its knowledge, Leslie H. Wexner or Jeffrey E. Epstein, has been (i) convicted of any criminal proceeding (excluding traffic violations or similar misdemeanors) or (ii) a party to a civil proceeding of a judicial or administrative body of competent jurisdiction and as a result of such proceeding was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to federal or state securities laws or finding any violation with respect to such laws.

Other information required by Item 2 of Schedule 13D with respect to Leslie H. Wexner and Jeffrey E. Epstein has been reported previously.

An agreement among the Purchasers with respect to the filing of this statement is attached hereto as Exhibit 1.

The Children Trust ceased to be a Purchaser since it no longer beneficially owns any shares of Common Stock.

Item 5. Interest in Securities of the Issuer.

(a) The responses of the Purchasers to Rows (11) through (13) of the cover pages of this Amendment No. 29 are incorporated herein by reference. As of August 29, 2003, the Purchasers beneficially owned the number shares of the Common Stock listed below, representing approximately the percentage of the outstanding shares of Common Stock set forth opposite such number (the outstanding shares of Common Stock, 521,425,725, being based on the number of shares outstanding as of May 30, 2003 as reported in the Company's Quarterly Report on Form 10-Q for the quarterly period ended May 3, 2003).

	Person -----	Number of Shares -----	Percent of Class -----
1.	Leslie H. Wexner	63,917,876 (1)(3)(4)(6)(7)(8)	12.1%
2.	Abigail S. Wexner	10,112,135 (2)(5)	1.9%
3.	The Wexner Children's Trust II	3,500,000 (3)	0.7%
4.	The Children Trust	-0- (4)	0%

	Person -----	Number of Shares -----	Percent of Class -----
5.	The Birthday Trust	2,498,670 (5)	0.5%
6.	The Abigail Trust	12,000,000 (6)	2.3%
7.	Wexner Personal Holdings Corporation	8,000,000 (7)	1.5%
8.	H.R.E.I. Trust	15,000,000 (8)	2.9%

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- (1) Includes: 1,159,914 shares held in The Limited, Inc. Savings and Retirement Plan for Mr. Wexner's account (as of July 31, 2003) over which he exercises dispositive but not voting control; and 4,756,250 shares issuable within 60 days upon exercise of outstanding options held by Mr. Wexner. Also includes 10,112,135 shares beneficially owned by Abigail S. Wexner, Mr. Wexner's wife, as to which Mr. Wexner may be deemed to share the power to vote and direct the disposition. Excludes 400,000 shares held in a trust of which Mrs. Wexner is a beneficiary and as to which Mr. Wexner disclaims beneficial ownership.
- (2) Includes 6,508 shares issuable within 60 days upon exercise of outstanding options held by Mrs. Wexner. The power to vote or direct the disposition of the shares beneficially owned by Mrs. Wexner may be deemed to be shared with her husband, Leslie H. Wexner. Excludes 400,000 shares held in a trust of which Mrs. Wexner is a beneficiary and as to which Mrs. Wexner disclaims beneficial ownership. Also excludes 53,805,741 shares beneficially owned by Leslie H. Wexner, Mrs. Wexner's husband, as to which Mrs. Wexner disclaims beneficial ownership.
- (3) Power to vote or direct the disposition of 3,500,000 shares held by The Wexner Children's Trust II may be deemed to be shared by Leslie H. Wexner, who may revoke the trust, and Jeffrey E. Epstein, as trustee.
- (4) Power to vote or direct the disposition of the shares held by Leslie H. Wexner as the sole trustee of The Children Trust.
- (5) Power to vote or direct the disposition of the 2,498,670 shares held by Abigail S. Wexner as the sole trustee of The Birthday Trust.
- (6) Power to vote or direct the disposition of the 12,000,000 shares held by The Abigail Trust may be deemed to be shared by its two trustees Leslie H. Wexner and Jeffrey E. Epstein.
- (7) Power to vote or direct the disposition of the 8,000,000 shares held by Leslie H. Wexner as the sole stockholder, director and officer of Wexner Personal Holdings Corporation.
- (8) Power to vote or direct the disposition of the 15,000,000 shares held by H.R.E.I. Trust may be deemed to be shared by its two trustees Leslie H. Wexner and Jeffrey E. Epstein.

(b) The responses of the Purchasers to (i) Rows (7) through (10) of the cover pages of this Amendment No. 29 and (ii) Item 5(a) hereof are incorporated herein by reference.

(c) In addition to the transaction described in Item 6 of this Amendment No. 29 (which is hereby incorporated herein by reference), during the past 60 days the Purchasers effected the following transaction in the Common Stock:

Person -----	Date of Transaction -----	Amount of Securities -----	Price per Share -----	Where and How Effected -----
Abigail S. Wexner	8/1/03	942 shares	\$13.27	Mrs. Wexner, for service as a director of the Company, received from the Company, fees in shares of Common Stock.

(d), (e): Not Applicable

Item 6. Contracts, Arrangements, Understandings or Relationships With Respect to Securities of the Issuer.

On August 29, 2003, Leslie H. Wexner transferred 15,000,000 shares of Common Stock to H.R.E.I. Trust without consideration in exchange.

Item 2 of this Amendment No. 29 to Schedule 13D is incorporated herein by reference.

Item 7. Materials to be Filed as Exhibits.

Exhibit 1 Joint Filing Agreement by and among Leslie H. Wexner, Abigail S. Wexner, The Wexner Children's Trust II, The Children Trust, The Birthday Trust, The Abigail Trust, Wexner Personal Holdings Corporation, and H.R.E.I. Trust, dated August 29, 2003.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief,
I certify that the information set forth in this statement is true, complete and
correct.

Dated: August 29, 2003

Leslie H. Wexner

Leslie H. Wexner

Abigail S. Wexner

Abigail S. Wexner

THE WEXNER CHILDREN'S TRUST II

By: Jeffrey E. Epstein

Jeffrey E. Epstein, Trustee

THE CHILDREN TRUST

By: Leslie H. Wexner

Leslie H. Wexner, Trustee

THE BIRTHDAY TRUST

By: Abigail S. Wexner

Abigail S. Wexner, Trustee

THE ABIGAIL TRUST

By: Leslie H. Wexner

Leslie H. Wexner, Trustee

WEXNER PERSONAL HOLDINGS CORPORATION

By: Leslie H. Wexner

Name: Leslie H. Wexner
Title: President

H.R.E.I. TRUST

By: Leslie H. Wexner

Leslie H. Wexner, Trustee

EXHIBIT INDEX

Exhibit No.

Exhibit 1 Joint Filing Agreement by and among Leslie H. Wexner,
Abigail S. Wexner, The Wexner Children's Trust II, The
Children Trust, The Birthday Trust, The Abigail Trust,
Wexner Personal Holdings Corporation, and H.R.E.I. Trust
dated August 29, 2003.

JOINT FILING AGREEMENT

This will confirm the agreement by and among all the undersigned that the Schedule 13D filed on or about this date and any amendments thereto with respect to beneficial ownership by the undersigned of shares of the common stock, par value \$0.50 per share, of Limited Brands, Inc. is being filed on behalf of each of the undersigned in accordance with Rule 13d-1(k)(1) under the Securities Exchange Act of 1934. This agreement may be executed in two or more counterparts, each of which shall be deemed an original, but all of which together shall constitute one and the same instrument.

Dated: August 29, 2003

Leslie H. Wexner

Leslie H. Wexner

Abigail S. Wexner

Abigail S. Wexner

THE WEXNER CHILDREN'S TRUST II

By: Jeffrey E. Epstein

Jeffrey E. Epstein, Trustee

THE CHILDREN TRUST

By: Leslie H. Wexner

Leslie H. Wexner, Trustee

THE BIRTHDAY TRUST

By: Abigail S. Wexner

Abigail S. Wexner, Trustee

THE ABIGAIL TRUST

By: Leslie H. Wexner

Leslie H. Wexner, Trustee

WEXNER PERSONAL HOLDINGS CORPORATION

By: Leslie H. Wexner

Name: Leslie H. Wexner
Title: President

H.R.E.I. TRUST

By: Leslie H. Wexner

Leslie H. Wexner, Trustee

