

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. 27)

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)

JUNE 10, 2002

(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

NUMBER OF 7 SOLE VOTING POWER: 44,857,133
SHARES

BENEFICIALLY 8 SHARED VOTING POWER: 21,408,371
OWNED BY

EACH 9 SOLE DISPOSITIVE POWER: 45,988,109
REPORTING

PERSON WITH 10 SHARED DISPOSITIVE POWER: 21,408,371

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY REPORTING PERSON: 67,396,480

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

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11): 12.9%

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:	10,008,371
EACH REPORTING	9	SOLE DISPOSITIVE POWER:	-0-
PERSON WITH	10	SHARED DISPOSITIVE POWER:	10,008,371

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY REPORTING PERSON: 10,008,371

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: Health and Science Interests 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:	4,900,000
BENEFICIALLY OWNED BY	8	SHARED VOTING POWER:	-0-
EACH REPORTING	9	SOLE DISPOSITIVE POWER:	4,900,000
PERSON WITH	10	SHARED DISPOSITIVE POWER:	-0-

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY REPORTING PERSON: 4,900,000

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

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11): 0.9%

14 TYPE OF REPORTING PERSON: 00

SEE INSTRUCTIONS BEFORE FILLING OUT!

1 NAME OF REPORTING PERSON: Wexner Children Holdings
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:	4,296,630
BENEFICIALLY OWNED BY	8	SHARED VOTING POWER:	-0-
EACH REPORTING	9	SOLE DISPOSITIVE POWER:	4,296,630
PERSON WITH	10	SHARED DISPOSITIVE POWER:	-0-

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY REPORTING PERSON: 4,296,630

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

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11): 0.8%

14 TYPE OF REPORTING PERSON: 00

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:	6,500,000
BENEFICIALLY OWNED BY	8	SHARED VOTING POWER:	-0-
EACH REPORTING	9	SOLE DISPOSITIVE POWER:	6,500,000
PERSON WITH	10	SHARED DISPOSITIVE POWER:	-0-

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY REPORTING PERSON: 6,500,000

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

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11): 1.3%

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:	14,984,800
BENEFICIALLY OWNED BY	8	SHARED VOTING POWER:	-0-
EACH REPORTING	9	SOLE DISPOSITIVE POWER:	14,984,800
PERSON WITH	10	SHARED DISPOSITIVE POWER:	-0-

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY REPORTING PERSON: 14,984,800

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!

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:	5,703,370
BENEFICIALLY OWNED BY	8	SHARED VOTING POWER:	-0-
EACH REPORTING	9	SOLE DISPOSITIVE POWER:	5,703,370
PERSON WITH	10	SHARED DISPOSITIVE POWER:	-0-

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY REPORTING PERSON: 5,703,370

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

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11): 1.1%

14 TYPE OF REPORTING PERSON: 00

SEE INSTRUCTIONS BEFORE FILLING OUT!

This Amendment No. 27 amends the Schedule 13D dated June 25, 1985, as amended in certain respects by Amendments No. 1 through 26 thereto, and is filed by Leslie H. Wexner, for and on behalf of himself, Abigail S. Wexner, Health and Science Interests II, Wexner Children Holdings, The Wexner Children's Trust II, The Children Trust, and The Birthday 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 1. Security and Issuer.

On May 20, 2002, the Company changed its name from The Limited, Inc. to Limited Brands, Inc.

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. 27 are incorporated herein by reference. As of June 12, 2002, 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, 518,873,726, being based on the number of shares outstanding as of April 12, 2002 as reported in the Company's Annual Report on Form 10-K for the fiscal year ended February 2, 2002).

Person -----	Number of Shares -----	Percent of Class -----
1. Leslie H. Wexner	67,396,480 (1)(3)(5)(6)	12.9%
2. Abigail S. Wexner	10,008,371 (2)(4)(7)	1.9%
3. Health and Science Interests II	4,900,000 (3)	0.9%
4. Wexner Children Holdings	4,296,630 (4)	0.8%
5. The Wexner Children's Trust II	6,500,000 (5)	1.3%
6. The Children Trust	14,984,800 (6)	2.9%
7. The Birthday Trust	5,703,370 (7)	1.1%

1. Includes: 1,130,976 shares held in The Limited, Inc. Savings and Retirement Plan for Mr. Wexner's account (as of June 6, 2002) over which he exercises dispositive but not voting control; and 3,367,556 shares issuable within 60 days upon exercise of outstanding options held by Mr. Wexner. Also includes 10,008,371 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 4,980 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 57,388,109 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 the 4,900,000 shares held by Health and Science Interests II may be deemed to be shared by its two trustees Leslie H. Wexner and, through a wholly-owned corporation, Jeffrey E. Epstein. Leslie H. Wexner and Jeffrey E. Epstein disclaim beneficial ownership of shares held by Health and Science Interests II.
4. Power to vote or direct the disposition of the 4,296,630 shares held by Abigail S. Wexner as the sole trustee of Wexner Children Holdings.
5. Power to vote or direct the disposition of 6,500,000 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.
6. Power to vote or direct the disposition of the 14,984,800 shares held by Leslie H. Wexner as the sole trustee of The Children Trust.
7. Power to vote or direct the disposition of the 5,703,370 shares held by Abigail S. Wexner as the sole trustee of The Birthday Trust.

(b) The responses of the Purchasers to (i) Rows (7) through (10) of the cover pages of this Amendment No. 27 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. 27 (which is hereby incorporated herein by reference), during the past 60 days the Purchasers effected the following transactions in the Common Stock:

Person -----	Date of Transaction -----	Amount of Securities -----	Price per Share -----	Where and How Effected -----
Health and Science Interests II	6/6/02	5,000,000 shares	\$20.25	NYSE (sale)
Health and Science Interests II	6/10/02	3,500,000 shares	\$20.55	NYSE (sale)
Health and Science Interests II	6/12/02	2,250,000 shares	\$20.35	NYSE (sale)

(d), (e): Not Applicable

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

On May 21, 2002, The Children Trust distributed 10,015,200 shares of Common Stock to Leslie H. Wexner without consideration in exchange.

Item 7. Materials to be Filed as Exhibits.

Exhibit 1 Joint Filing Agreement by and among Leslie H. Wexner, Abigail S. Wexner, Health and Science Interests II, Wexner Children Holdings, The Wexner Children's Trust II, The Children Trust, and The Birthday Trust, dated June 12, 2002.

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: June 12, 2002

Leslie H. Wexner

Leslie H. Wexner

Abigail S. Wexner

Abigail S. Wexner

HEALTH AND SCIENCE INTERESTS II

By: Leslie H. Wexner

Leslie H. Wexner, Trustee

WEXNER CHILDREN HOLDINGS

By: Abigail S. Wexner

Abigail S. Wexner, Trustee

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

EXHIBIT INDEX

Exhibit No.

Exhibit 1 Joint Filing Agreement by and among Leslie H. Wexner,
Abigail S. Wexner, Health and Science Interests II,
Wexner Children Holdings, The Wexner Children's Trust
II, The Children Trust, and The Birthday Trust, dated
June 12, 2002.

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: June 12, 2002

Leslie H. Wexner

Leslie H. Wexner

Abigail S. Wexner

Abigail S. Wexner

HEALTH AND SCIENCE INTERESTS II

By: Leslie H. Wexner

Leslie H. Wexner, Trustee

WEXNER CHILDREN HOLDINGS

By: Abigail S. Wexner

Abigail S. Wexner, Trustee

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