

SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

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AMENDMENT NO. 15

TO

SCHEDULE 13D

Under the Securities Exchange Act of 1934

-----  
THE LIMITED, INC.

-----  
(Name of Issuer)

Common Stock, \$0.50 Par Value

532716-107

-----  
(Title of class of securities)

-----  
(CUSIP number)

Dennis J. Block, 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)

Not Applicable

-----  
(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 which is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(b)(3) or (4), check the following box .

Check the following box if a fee is being paid with the statement .

(A fee is not required only if the reporting person: (1) has a previous statement on file reporting beneficial ownership of more than five percent of the class of securities described in Item 1; and (2) has filed no amendment subsequent thereto reporting beneficial ownership of five percent or less of such class.) (See Rule 13d-7.)



- 1 NAME OF REPORTING PERSON: Leslie H. Wexner  
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON: #####-##-####
- 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 BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7 SOLE VOTING POWER:	62,312,150
	8 SHARED VOTING POWER:	5,104,717
	9 SOLE DISPOSITIVE POWER:	62,824,047
	10 SHARED DISPOSITIVE POWER:	5,104,717

- 11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY REPORTING PERSON: 67,928,764
- 12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES:
- 13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11): 25.09%
- 14 TYPE OF REPORTING PERSON: IN

SEE INSTRUCTIONS BEFORE FILLING OUT!



- 1 NAME OF REPORTING PERSON: The Wexner Foundation  
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON:
- 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<br>SHARES              | 7  | SOLE VOTING POWER:        | 2,754,717 |
| BENEFICIALLY<br>OWNED BY<br>EACH | 8  | SHARED VOTING POWER:      | -0-       |
| REPORTING<br>PERSON              | 9  | SOLE DISPOSITIVE POWER:   | 2,754,717 |
| WITH                             | 10 | SHARED DISPOSITIVE POWER: | -0-       |
- 11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY REPORTING PERSON:  
2,754,717
- 12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES   
CERTAIN SHARES:
- 13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11): 1.0%
- 14 TYPE OF REPORTING PERSON: 00

SEE INSTRUCTIONS BEFORE FILLING OUT!



1 NAME OF REPORTING PERSON: Health and Science Interests  
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON:

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 BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER:	2,000,000
	8	SHARED VOTING POWER:	-0-
	9	SOLE DISPOSITIVE POWER:	2,000,000
	10	SHARED DISPOSITIVE POWER:	-0-

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY REPORTING PERSON:  
2,000,000

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

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

14 TYPE OF REPORTING PERSON: 00

SEE INSTRUCTIONS BEFORE FILLING OUT!



1 NAME OF REPORTING PERSON: Health and Science Interests II  
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON:

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 BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER:	350,000
	8	SHARED VOTING POWER:	-0-
	9	SOLE DISPOSITIVE POWER:	350,000
	10	SHARED DISPOSITIVE POWER:	-0-

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY REPORTING PERSON:  
350,000

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

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11): 0.1%

14 TYPE OF REPORTING PERSON: 00

SEE INSTRUCTIONS BEFORE FILLING OUT!



1 NAME OF REPORTING PERSON: The Wexner Children's Trust

S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON:

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:	18,750,000
BENEFICIALLY OWNED BY EACH	8	SHARED VOTING POWER:	-0-
REPORTING PERSON	9	SOLE DISPOSITIVE POWER:	18,750,000
WITH	10	SHARED DISPOSITIVE POWER:	-0-

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY REPORTING PERSON:  
18,750,000

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

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11): 6.9%

14 TYPE OF REPORTING PERSON: 00

SEE INSTRUCTIONS BEFORE FILLING OUT!



This Amendment No. 15 relates to the Schedule 13D dated June 25, 1985, as amended in certain respects by Amendments No. 1 through 14 thereto, by a group currently comprised of Leslie H. Wexner, The Wexner Foundation, Health and Science Interests, Health and Science Interests II and The Wexner Children's Trust (collectively, the "Purchasers").

Item 2. Identity and Background.  
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Recently with the conclusion of the self tender offer by The Limited, Inc., Bella Wexner informed the Purchasers that she did not believe that her continuing to jointly file as a member of the Purchasers' Schedule 13D group was warranted in light of the absence of any group activity between the Purchasers on the one hand and Ms. Wexner on the other. Accordingly, this Amendment No. 15 to the Purchasers' Schedule 13D is not being filed on behalf of Ms. Wexner, and subsequent amendments to the Purchasers' Schedule 13D will not be filed on her behalf. There are no contracts, arrangements or understandings between any Purchaser and Ms. Wexner with respect to the voting, acquisition, holding or disposition of the Common Stock of The Limited, Inc.



Item 5. Interest in Securities of the Issuer.

(a) As of April 2, 1996, the Purchasers beneficially owned the following shares of the Common Stock (the approximate percentage of the shares of Common Stock owned as indicated in parenthesis below is based on the public announcement by The Limited, Inc. on March 15, 1996 that following its purchase of shares of Common Stock pursuant to its offer to purchase, there will be approximately 270.7 million shares of Common Stock issued and outstanding):

1.	Leslie H. Wexner	67,928,764(1)(2)(3)(4)	25.09%
2.	The Wexner Foundation	2,754,717	1.0%
3.	Health and Science Interests	2,000,000	0.7%
4.	Health and Science Interests II	350,000	0.1%
5.	The Wexner Children's Trust	18,750,000	6.9%

(b) Holdings of Common Stock as of April 2, 1996:

	Leslie H. Wexner -----	The Wexner Foundation -----	Health and Science Interests -----	Health and Science Interests II -----	The Wexner Children's Trust -----
Sole power to vote or to direct vote	62,312,150(4)	2,754,717(1)	2,000,000(2)	350,000(2)	18,750,000(4)
Shared power to vote or to direct vote	5,104,717(1)(2)	N/A	N/A	N/A	N/A
Sole power to dispose of or to direct disposition	62,824,047(3)(4)	2,754,717(1)	2,000,000(2)	350,000(2)	18,750,000(4)
Shared power to dispose of or to direct disposition	5,104,717(1)(2)	N/A	N/A	N/A	N/A

(1) Power to vote or direct the disposition of the 2,754,717 shares held by the Wexner Foundation may be deemed to be shared by Leslie H. Wexner, Jeffrey E. Epstein and Jeffrey J. Smith as the trustees of The Wexner Foundation. Leslie H. Wexner, Jeffrey E. Epstein and Jeffrey J. Smith disclaim beneficial ownership of the shares held by The Wexner Foundation.



- (2) Power to vote or direct the disposition of the 2,350,000 shares held in the aggregate by Health and Science Interests and Health and Science Interests II may be deemed to be shared by Leslie H. Wexner as grantor and Jeffrey E. Epstein as trustee thereof. Leslie H. Wexner and Jeffrey E. Epstein disclaim beneficial ownership of shares held by Health and Science Interests and Health and Science Interests II.
- (3) Includes 511,897 shares held in The Limited, Inc. Savings and Retirement Plan for Mr. Wexner's account.
- (4) Power to vote or direct the disposition of the 18,750,000 shares held by Leslie H. Wexner as the sole trustee of The Wexner Children's Trust.
  - (c) On March 21, 1996, The Wexner Foundation sold in an open market transaction 222,400 shares at a per share price of \$19.00.
  - (d), (e): Not Applicable



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: April 2, 1996

/s/ Leslie H. Wexner  
-----  
Leslie H. Wexner

THE WEXNER FOUNDATION

By: /s/Jeffrey J. Smith  
-----  
Jeffrey J. Smith, Secretary

HEALTH AND SCIENCE INTERESTS

By: /s/Jeffrey E. Epstein  
-----  
Jeffrey E. Epstein, Trustee

HEALTH AND SCIENCE INTERESTS II

By: /s/Jeffrey E. Epstein  
-----  
Jeffrey E. Epstein, Trustee

THE WEXNER CHILDREN'S TRUST

By: /s/Leslie H. Wexner  
-----  
Leslie H. Wexner, Trustee