

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. 21)

THE LIMITED, 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 30, 1999

(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 [].

#742605 v2.

CUSIP No. 532716-10-7

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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) [X]

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: 42,099,299
SHARES

BENEFICIALLY 8 SHARED VOTING POWER: 13,258,317
OWNED BY

EACH 9 SOLE DISPOSITIVE POWER: 42,640,697
REPORTING

PERSON WITH 10 SHARED DISPOSITIVE POWER: 13,258,317

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY REPORTING PERSON: 55,899,014

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

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11): 26.0%

14 TYPE OF REPORTING PERSON: IN

SEE INSTRUCTIONS BEFORE FILLING OUT!

1 NAME OF REPORTING PERSON: The Wexner Foundation
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:	708,317
BENEFICIALLY OWNED BY	8	SHARED VOTING POWER:	-0-
EACH REPORTING	9	SOLE DISPOSITIVE POWER:	708,317
PERSON WITH	10	SHARED DISPOSITIVE POWER:	-0-

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY REPORTING PERSON: 708,317

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

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11): 0.3%

14 TYPE OF REPORTING PERSON: OO

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:	350,000
BENEFICIALLY OWNED BY	8	SHARED VOTING POWER:	-0-
EACH REPORTING	9	SOLE DISPOSITIVE POWER:	350,000
PERSON WITH	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): 0.2%

14 TYPE OF REPORTING PERSON: OO

SEE INSTRUCTIONS BEFORE FILLING OUT!

1	NAME OF REPORTING PERSON:	The Wexner Children's Trust	
	I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY):		
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP:		(A) <input type="checkbox"/> (B) <input checked="" type="checkbox"/>
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):		<input type="checkbox"/>
6	CITIZENSHIP OR PLACE OF ORGANIZATION:	Ohio	
	NUMBER OF SHARES	7	SOLE VOTING POWER: 18,750,000
	BENEFICIALLY OWNED BY	8	SHARED VOTING POWER: -0-
	EACH REPORTING	9	SOLE DISPOSITIVE POWER: 18,750,000
	PERSON 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:		<input type="checkbox"/>
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11):	8.8%	
14	TYPE OF REPORTING PERSON:	OO	

SEE INSTRUCTIONS BEFORE FILLING OUT!

1 NAME OF REPORTING PERSON: Harry, Hannah, David and Sarah Wexner 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 7 SOLE VOTING POWER: 5,000,000
SHARES

BENEFICIALLY 8 SHARED VOTING POWER: -0-
OWNED BY

EACH 9 SOLE DISPOSITIVE POWER: 5,000,000
REPORTING

PERSON WITH 10 SHARED DISPOSITIVE POWER: -0-

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY REPORTING PERSON: 5,000,000

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: OO

SEE INSTRUCTIONS BEFORE FILLING OUT!

1 NAME OF REPORTING PERSON: ASW Holdings, Inc.
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY): 31-1654943

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: 7,200,000

BENEFICIALLY OWNED BY 8 SHARED VOTING POWER: -0-

EACH REPORTING 9 SOLE DISPOSITIVE POWER: 7,200,000

PERSON WITH 10 SHARED DISPOSITIVE POWER: -0-

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY REPORTING PERSON: 7,200,000

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

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11): 3.4%

14 TYPE OF REPORTING PERSON: CO

This Amendment No. 21 amends the Schedule 13D dated June 25, 1985, as amended in certain respects by Amendments No. 1 through 20 thereto, filed by a group currently comprised of Leslie H. Wexner, The Wexner Foundation, Health and Science Interests II, The Wexner Children's Trust, Harry, Hannah, David and Sarah Wexner Trust and ASW Holdings, Inc. (collectively, the "Purchasers"), with respect to the common stock, \$0.50 par value per share (the "Common Stock"), of The Limited, Inc. (the "Company").

Item 4. Purpose of Transaction.

Item 4 is supplemented as follows:

On June 30, 1999, ASW Holdings, Inc. ("ASW Holdings") transmitted a Form 144 for filing with the Commission indicating its intention to sell an aggregate of 4,600,000 shares of Common Stock (which amount is inclusive of the sale disclosed in Item 5(c) of this Amendment No. 21).

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. 21 are incorporated herein by reference. As of July 1, 1999, 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, 214,080,134, being based on the number of shares outstanding as of June 7, 1999 as reported in the Company's Form 10-Q for the fiscal quarter ended May 1, 1999):

	Person	Number of Shares	Percent of Class
1.	Leslie H. Wexner	55,899,014 (1) (2) (3) (4) (5) (6)	26.0%
2.	The Wexner Foundation	708,317 (1)	0.3%
3.	Health and Science Interests II	350,000 (2)	0.2%
4.	The Wexner Children's Trust	18,750,000 (4)	8.8%
5.	Harry, Hannah, David and Sarah Wexner Trust	5,000,000 (5)	2.3%
6.	ASW Holdings, Inc.	7,200,000 (6)	3.4%

- (1) Power to vote or direct the disposition of the 708,317 shares held by The Wexner Foundation may be deemed to be shared by Leslie H. Wexner and Jeffrey E. Epstein as the trustees of The Wexner Foundation. Leslie H. Wexner and Jeffrey E. Epstein disclaim beneficial ownership of the shares held by The Wexner Foundation.
- (2) Power to vote or direct the disposition of the 350,000 shares held by Health and Science Interests II may be deemed to be shared by Leslie H. Wexner 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 II.

- (3) Includes 541,398 shares held in The Limited, Inc. Savings and Retirement Plan for Mr. Wexner's account (as of March 31, 1999) over which he exercises dispositive but not voting control. Also includes 651,327 shares issuable upon exercise of options held by Mr. Wexner. Excludes 820 shares and 254 options held directly by Abigail S. Wexner, Mr. Wexner's wife, and 200,000 shares held in a trust of which Ms. Wexner is a beneficiary, as to which Mr. Wexner disclaims beneficial ownership.
- (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.
- (5) Power to vote or direct the disposition of the 5,000,000 shares held by the Harry, Hannah, David and Sarah Wexner Trust may be deemed to be shared by Leslie H. Wexner and Jeffrey E. Epstein as trustees of such trust.
- (6) Power to vote or direct the disposition of the 7,200,000 shares held by ASW Holdings may be deemed to be shared by ASW Holdings with Leslie H. Wexner, by reason of his rights as the settlor of the trust that holds 100% of the outstanding capital stock of ASW Holdings.

(b) The responses of the Purchasers to (i) Rows (7) through (10) of the cover pages of this Amendment No. 21 and (ii) Item 5(a) hereof are incorporated herein by reference.

(c) Since the filing of Amendment No. 20 to this Schedule 13D, the Purchasers effected the following transactions in the Common Stock:

Person -----	Date of Transaction -----	Amount of Securities -----	Price per Share -----	Where and How Effected -----
ASW Holdings, Inc.	6/30/99	2,800,000 shares	\$44.25	NYSE (sale)

(d), (e): Not Applicable

Item 7. Materials to be Filed as Exhibits.

Exhibit 1 Joint Filing Agreement by and among Leslie H. Wexner, The Wexner Foundation, Health and Science Interests II, The Wexner Children's Trust, Harry, Hannah, David and Sarah Wexner Trust, and ASW Holdings, Inc., dated July 1, 1999.

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: July 1, 1999

Leslie H. Wexner

Leslie H. Wexner

THE WEXNER FOUNDATION

By: Darren K. Indyke

Darren K. Indyke, Secretary

HEALTH AND SCIENCE INTERESTS II

By: Jeffrey E. Epstein

Jeffrey E. Epstein, Trustee

THE WEXNER CHILDREN'S TRUST

By: Leslie H. Wexner

Leslie H. Wexner, Trustee

HARRY, HANNAH, DAVID AND SARAH WEXNER TRUST

By: Jeffrey E. Epstein

Jeffrey E. Epstein, Trustee

ASW HOLDINGS, INC.

By: Jeffrey E. Epstein

Jeffrey E. Epstein, President

EXHIBIT INDEX

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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 The Limited, 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: July 1, 1999

Leslie H. Wexner

Leslie H. Wexner

THE WEXNER FOUNDATION

By: Darren K. Indyke

Darren K. Indyke, Secretary

HEALTH AND SCIENCE INTERESTS II

By: Jeffrey E. Epstein

Jeffrey E. Epstein, Trustee

THE WEXNER CHILDREN'S TRUST

By: Leslie H. Wexner

Leslie H. Wexner, Trustee

HARRY, HANNAH, DAVID AND SARAH WEXNER TRUST

By: Jeffrey E. Epstein

Jeffrey E. Epstein, Trustee

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ASW HOLDINGS, INC.

By: Jeffrey E. Epstein

Jeffrey E. Epstein, President

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