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

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FORM 8-K

CURRENT REPORT
**Pursuant To Section 13 or 15(d) of
the Securities Exchange Act of 1934**

Date of report (Date of earliest event reported): February 24, 2006

Limited Brands, Inc.
(Exact Name of Registrant
as Specified in Its Charter)

Delaware
(State or Other Jurisdiction of Incorporation)

1-8344	**31-1029810**
(Commission File Number)	(IRS Employer Identification No.)

Three Limited Parkway	
Columbus, OH	
(Address of Principal Executive	**43230**
Offices)	(Zip Code)

Registrant's telephone number, including area code: (614) 415-7000

Not Applicable
(Former Name or Former Address, if Changed Since Last Report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

o Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

o Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

o Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

o Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Item 1.01 Entry into a Material Definitive Agreement.

On February 24, 2006 the Compensation Committee of the Board of Directors determined that the matching Company stock-based payouts under the Company's Fall 2005 Incentive Compensation Program were as follows for the following named executive officers: Mr. Schlesinger, 1,814 shares; Mr. Redgrave, 1,784 shares; and Mr. Margolis, 821 shares.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

LIMITED BRANDS, INC.

Date: February 28, 2006   By: /s/ Douglas L. Williams

                                                                          Name: Douglas L. Williams
                                                                          Title: Senior Vice President and General Counsel