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# 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. 32)

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 28, 2006 (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: I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY): CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP: (A) [\_] SEC USE ONLY SOURCE OF FUNDS: CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e): CITIZENSHIP OR PLACE OF ORGANIZATION: United States NUMBER OF 7 SOLE VOTING POWER: 40,437,504 SHARES

18,040,742

41,747,197

18,040,742

8 SHARED VOTING POWER:

SOLE DISPOSITIVE POWER:

10 SHARED DISPOSITIVE POWER:

BENEETCTALLY

OWNED BY EACH

REPORTING
PERSON WITH

12		TE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES:	[_]
13		NTED BY AMOUNT IN ROW (11): 14.9%	
14	TYPE OF REPORTING PERSON:	: IN	
	NSTRUCTIONS BEFORE FILLING		

1			TING PERSON: FICATION NO. OF ABOVE PERSO		igail S. Wexner ONLY):	
2	CHECK THE	APPR	ROPRIATE BOX IF A MEMBER OF			(A) [_] (B) [X]
3	SEC USE 0	NLY				
4	SOURCE OF	FUND	OS: N/A			
5	CHECK BOX	IF C	DISCLOSURE OF LEGAL PROCEED	DINGS IS REQU	IRED PURSUANT TO ITEM 2(d) OR 2(e):	[_]
6	CITIZENSH	IP OR	R PLACE OF ORGANIZATION:		United States	
NUMBER 0 SHARES		7	SOLE VOTING POWER:		-0-	
BENEFICIA OWNED B		8	SHARED VOTING POWER:		10, 168, 573	
EACH REPORTIN	G	9	SOLE DISPOSITIVE POWER:		-0-	
PERSON WI	тн	10	SHARED DISPOSITIVE POWER	:	10,168,573	
11	AGGREGATE	AMOL	UNT BENEFICIALLY OWNED BY F	REPORTING PER	SON: 10,168,573	
12	CHECK BOX	IF T	THE AGGREGATE AMOUNT IN ROV	W (11) EXCLUD	ES CERTAIN SHARES:	[x]
13	PERCENT 0	F CLA	ASS REPRESENTED BY AMOUNT I			
14	TYPE OF R	EPORT	TING PERSON:	IN		

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SEE INSTRUCTIONS BEFORE FILLING OUT!

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1	I.R.S. IDEN	TIFICA	PERSON: TION NO. OF ABOVE PER	RSON (ENTITIES		
2		PROPR	IATE BOX IF A MEMBER	OF A GROUP:		(A) [_] (B) [X]
3	SEC USE ONLY	1				
4	SOURCE OF FL					
5			LOSURE OF LEGAL PROCE 2(d) OR 2(e):			[_]
6	CITIZENSHIP	OR PL	ACE OF ORGANIZATION:		Delaware	
NUMBE SHAR	R OF	7	SOLE VOTING POWER:		4,892,608	
BENEFIC OWNED		8	SHARED VOTING POWER		- 0 -	
EAC REPOR		9	SOLE DISPOSITIVE PO	OWER:	4,892,608	
PERSON	WITH	10	SHARED DISPOSITIVE		-0-	
11	AGGREGATE A	10UNT	BENEFICIALLY OWNED BY	/ REPORTING PE	RSON: 4,892,608	
12	CHECK BOX II	THE	AGGREGATE AMOUNT IN R	ROW (11) EXCLU		[_]
13	PERCENT OF (	CLASS	REPRESENTED BY AMOUNT	` ,		
14	TYPE OF REPO	ORTING		СО		
SEE	INSTRUCTIONS (	BEFORE				

1	NAME OF REP				
2	CHECK THE A	PPROPRI	CATE BOX IF A MEMBER OF A GROUP:		(A) [_] (B) [X]
3	SEC USE ONL	Υ			
4	SOURCE OF F	JNDS:	N/A		
5			OSURE OF LEGAL PROCEEDINGS IS REQUIRED ON 2(e):	ED	[_]
6	CITIZENSHIP	OR PLA		- Ohio	
NUMBER SHARE		7	SOLE VOTING POWER:	8,657,998	
BENEFICI OWNED		8	SHARED VOTING POWER:	-0-	
EACH REPORT		9	SOLE DISPOSITIVE POWER:	8,657,998	
PERSON	WITH	10	SHARED DISPOSITIVE POWER:	-0-	
11	AGGREGATE A	MOUNT E	SENEFICIALLY OWNED BY REPORTING PERSO	N: 8,657,998	
12	CHECK BOX I	F THE <i>F</i>	AGGREGATE AMOUNT IN ROW (11) EXCLUDES	CERTAIN SHARES:	[_]
13	PERCENT OF	CLASS F	REPRESENTED BY AMOUNT IN ROW (11): 2.		

14 TYPE OF REPORTING PERSON: 00

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SEE INSTRUCTIONS BEFORE FILLING OUT!

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1	NAME OF REPO	RTING		nLY):	
2	CHECK THE AP	PROPRI	IATE BOX IF A MEMBER OF A GROUP:		(A) [_] (B) [X]
3	SEC USE ONLY	,			
4	SOURCE OF FU	INDS:	N/A		
5			OSURE OF LEGAL PROCEEDINGS IS REQUI 2(d) OR 2(e):		[_]
6	CITIZENSHIP	OR PLA	ACE OF ORGANIZATION:	Ohio	
NUMBER SHARE		7	SOLE VOTING POWER:	2,885,305	
BENEFICI OWNED		8	SHARED VOTING POWER:	-0-	
EACH REPORT		9	SOLE DISPOSITIVE POWER:	, ,	
PERSON	WITH	10	SHARED DISPOSITIVE POWER:	-0-	
11	AGGREGATE AM	IOUNT E	BENEFICIALLY OWNED BY REPORTING PERS	ON: 2,885,305	
12	CHECK BOX IF	THE A	AGGREGATE AMOUNT IN ROW (11) EXCLUDE	S CERTAIN SHARES:	[_]
13	PERCENT OF C	LASS F	REPRESENTED BY AMOUNT IN ROW (11):	0.7%	

14 TYPE OF REPORTING PERSON: 00

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SEE INSTRUCTIONS BEFORE FILLING OUT!

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1	NAME OF REP		PERSON: ION NO. OF ABOVE	Trust PERSON (ENTI		
2	CHECK THE A	PPROPRI	ATE BOX IF A MEM		P:	(A) [_] (B) [X]
3	SEC USE ONL					
4	SOURCE OF F					
5			OSURE OF LEGAL P (d) OR 2(e):		REQUIRED	[_]
6	CITIZENSHIP	OR PLA	CE OF ORGANIZATI		Ohio	
NUMBER SHARE		7	SOLE VOTING POW	IER:	3,300,568	
BENEFICI OWNED		8	SHARED VOTING P	POWER:	- 0 -	
EACH REPORT		9	SOLE DISPOSITIV	E POWER:	3,300,568	
PERSON	WITH	10	SHARED DISPOSIT		- 0 -	
11	AGGREGATE A	MOUNT B	ENEFICIALLY OWNE	ED BY REPORTIN	G PERSON: 3,300,568	
12	CHECK BOX I	F THE A	GGREGATE AMOUNT	IN ROW (11) E	XCLUDES CERTAIN SHARES:	[_]
13	PERCENT OF	CLASS R	EPRESENTED BY AM	,		
14	TYPE OF REP	ORTING	PERSON:	00		
SEE I	INSTRUCTIONS	BEFORE				

1		REPORTING	PERSON: R.H.R. TION NO. OF ABOVE PERSON (ENTI	.E.I. Trust	
2	CHECK TH		IATE BOX IF A MEMBER OF A GROU	JP:	(A) [_] (B) [X]
3	SEC USE				
4	SOURCE 0	F FUNDS:	N/A		
5			LOSURE OF LEGAL PROCEEDINGS IS 2(d) OR 2(e):	•	[_]
6	CITIZENS	HIP OR PL	ACE OF ORGANIZATION:	Ohio	
	IBER OF IARES	7	SOLE VOTING POWER:	4,571,601	
	ICIALLY ED BY	8	SHARED VOTING POWER:	-0-	
	ACH PORTING	9	SOLE DISPOSITIVE POWER:	4,571,601	
PERS	ON WITH	10	SHARED DISPOSITIVE POWER:	-0-	
11	AGGREGAT	E AMOUNT	BENEFICIALLY OWNED BY REPORTIN	NG PERSON: 4,571,601	
12	CHECK BO	X IF THE	AGGREGATE AMOUNT IN ROW (11) E	EXCLUDES CERTAIN SHARES:	[_]
13	PERCENT	OF CLASS	REPRESENTED BY AMOUNT IN ROW (	(11): 1.2%	
 14	TYPE OF	REPORTING	PERSON: 00		

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SEE INSTRUCTIONS BEFORE FILLING OUT!

CUSIP No. 532716-10-7

			ING PERSON: ICATION NO. OF ABOVE PE	The Fa	amily Trust	
2						
3	SEC USE ON	ILY				
4	SOURCE OF	FUND				
5	CHECK BOX	IF D	ISCLOSURE OF LEGAL PROC	EEDINGS IS REQUIRE	D PURSUANT TO ITEM 2(d) OR 2(e):	[_]
6	CITIZENSHI	P OR	PLACE OF ORGANIZATION:	0	hio	
NUMBER OF SHARES		7	SOLE VOTING POWER:		15,000,000	
BENEFICIAL OWNED BY		8			-0-	
EACH REPORTING		9	SOLE DISPOSITIVE POWER	:	15,000,000	
PERSON WIT	H	10	SHARED DISPOSITIVE POW		-0-	
11 ,	AGGREGATE	AMOU	NT BENEFICIALLY OWNED B	Y REPORTING PERSON		
12	CHECK BOX	IF T	HE AGGREGATE AMOUNT IN	ROW (11) EXCLUDES	CERTAIN SHARES:	[_]
13	PERCENT OF	CLA	SS REPRESENTED BY AMOUN	T IN ROW (11): 3.8	8%	

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SEE INSTRUCTIONS BEFORE FILLING OUT!

14 TYPE OF REPORTING PERSON:

This Amendment No. 32 amends the Schedule 13D dated June 25, 1985, as amended in certain respects by Amendments No. 1 through 31 thereto, and is filed by Leslie H. Wexner, for and on behalf of himself, Abigail S. Wexner, Wexner Personal Holdings Corporation, Foxcote One, Foxcote Two, Trust 600, the R.H.R.E.I. Trust, and The Family 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:

The Family Trust is a trust organized under the laws of Ohio. The principal business of the trust is investments, and the principal office of the trust is 8000 Walton Parkway, New Albany, Ohio 43054. Leslie H. Wexner is the sole trustee of The Family Trust.

During the last five years neither The Family Trust nor Leslie H. Wexner, 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 has been reported previously.

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

#### 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. 32 are incorporated herein by reference. As of July 2, 2006, 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, 396,270,652, being based on the number of shares outstanding as of May 25, 2006 as reported in the Company's Quarterly Report on Form 10-Q for the quarterly period ended April 29, 2006), as determined in accordance with Rule 13d-3.

Leslie H. Wexner 59,787,939 (1)(3)(4)(5)(6)(7)(8) 14	4.9%
Abigail S. Wexner 10,168,573 (2)(5)	2.6%
Wexner Personal Holdings 4,892,608 (3) : Corporation	1.2%
Foxcote One 8,657,998 (4)	2.2%
Foxcote Two 2,885,305 (5)	9.7%

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Person	Number of Shares	of Class
Trust 600	3,300,568 (6)	0.8%
R.H.R.E.I. Trust	4,571,601 (7)	1.2%
The Family Trust	15,000,000 (8)	3.8%

- (1) Includes: 1,309,693 shares held in Limited Brands Savings and Retirement Plan for Mr. Wexner's account (as of May 31, 2006) over which Mr. Wexner exercises dispositive but not voting control; and 5,053,245 shares issuable within approximately 60 days upon exercise of outstanding options held by Mr. Wexner. Also includes 7,283,268 shares (including 8,702 shares issuable within approximately 60 days upon exercise of outstanding options) 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.
- (2) Includes 8,702 shares issuable within approximately 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 49,619,366 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 4,892,608 shares held by Leslie H. Wexner as the sole stockholder, director and officer of Wexner Personal Holdings Corporation.
- (4) Power to vote or direct the disposition of the 8,657,998 shares held by Leslie H. Wexner as the sole trustee of Foxcote One.
- (5) Power to vote or direct the disposition of the 2,885,305 shares held by Foxcote Two may be deemed to be shared by its two trustees, Abigail S. Wexner and Leslie H. Wexner.
- (6) Power to vote or direct the disposition of the 3,300,568 shares held by Trust 600 may be deemed to be shared by Leslie H. Wexner and Jeffrey E. Epstein, who is the sole stockholder, director and president of the trustee.
- (7) Power to vote or direct the disposition of the 4,571,601 shares held by the R.H.R.E.I. Trust may be deemed to be shared by Leslie H. Wexner and Jeffrey E. Epstein, who is the sole stockholder, director and president of the trustee.
- (8) Power to vote or direct the disposition of the 15,000,000 shares held by Leslie H. Wexner as the sole trustee of The Family Trust.
- (b) The responses of the Purchasers to (i) Rows (7) through (10) of the cover pages of this Amendment No. 32 and (ii) Item 5(a) hereof are incorporated herein by reference.
- (c) In addition to the transactions described in Item 6 of this Amendment No. 32 (which are 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	5/8/06	754 shares	\$23.21	Abigail S. Wexner, for service as a director of the Company, received from the Company, fees in shares of Common Stock.
Leslie H. Wexner	5/8/06	408,262 shares	\$8.9894	Leslie H. Wexner acquired the shares of Common Stock upon his exercise of an employee stock option.
Leslie H. Wexner	5/8/06	243,474 shares	\$8.8665	Leslie H. Wexner acquired the shares of Common Stock upon his exercise of an employee stock option.

## (d), (e): Not Applicable

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

Item 6 is amended as follows:

On October 6, 2005, Foxcote One transferred 6,342,002 shares of Common Stock to Leslie H. Wexner without consideration in exchange.

On October 6, 2005, Foxcote Two transferred 2,114,695 shares of Common Stock to Abigail S. Wexner without consideration in exchange.

On February 16, 2006, the Abigail S. Koppell Grantor Trust transferred 400,000 shares of Common Stock to Abigail S. Wexner without consideration in exchange.

On March 31, 2006, Mr. Wexner transferred 15,000,000 shares of Common Stock to The Family Trust without consideration in exchange.

Item 2 of this Amendment No. 32 to Schedule 13D is incorporated herein by reference.

On June 28, 2006, Leslie H. Wexner entered into a Third Loan and Pledge Modification Agreement with JPMorgan ChaseBank, NA (the "Lender"). Pursuant to a Pledge Agreement, dated as of April 16, 1992, as so amended, Leslie H. Wexner has pledged 5,000,000 shares of Common Stock as collateral security for a loan facility from the Lender. In addition, Leslie H. Wexner and Abigail S. Wexner maintain margin securities accounts at brokerage firms, and the positions held in such margin accounts, which may from time to time include shares of Common Stock, are pledged as collateral security for the repayment of debit balances, if any, in the accounts.

Item 7. Materials to be Filed as Exhibits.

Exhibit 1 Joint Filing Agreement by and among Leslie H. Wexner, Abigail S. Wexner, Wexner Personal Holdings Corporation, Foxcote One, Foxcote Two, Trust 600, the R.H.R.E.I. Trust, and The Family Trust, dated July 3, 2006.

## SIGNATURE

	After r	easonable	inquir	y and	to	the	best	of	my	kno	wledge	e and	beli	ef,
I certify th	hat the	informatio	n set	forth	in	this	stat	eme	nt	is	true,	compl	ete	and

Dated: July 3, 2006	
	Leslie H. Wexner
	Leslie H. Wexner
	Abigail S. Wexner
	Abigail S. Wexner
	WEXNER PERSONAL HOLDINGS CORPORATION
	By: Leslie H. Wexner
	Name: Leslie H. Wexner Title: President
	FOXCOTE ONE
	By: Leslie H. Wexner
	Leslie H. Wexner, Trustee
	FOXCOTE TWO
	By: Abigail S. Wexner
	Abigail S. Wexner, Trustee
	Trust 600 By: Financial Trust Company, Inc, as trustee
	By: Jeffrey E. Epstein
	Jeffrey E. Epstein, President
	R.H.R.E.I. Trust By: Financial Trust Company, Inc, as trustee
	By: Jeffrey E. Epstein
	Jeffrey E. Epstein, President
	THE FAMILY 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, Wexner Personal Holdings Corporation, Foxcote One, Foxcote Two, Trust 600, the R.H.R.E.I. Trust, and The Family Trust, dated July 3, 2006.

## 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:	July	3	2006
Dattu.	JULY	υ,	2000

be deemed an original, but all of which the same instrument.
Leslie H. Wexner
Leslie H. Wexner
Abigail S. Wexner
Abigail S. Wexner
WEXNER PERSONAL HOLDINGS CORPORATION
By: Leslie H. Wexner
Name: Leslie H. Wexner Title: President
FOXCOTE ONE
By: Leslie H. Wexner
Leslie H. Wexner, Trustee
FOXCOTE TWO
By: Abigail S. Wexner
Abigail S. Wexner, Trustee
Trust 600 By: Financial Trust Company, Inc, as trustee
By: Jeffrey E. Epstein
Jeffrey E. Epstein, President
R.H.R.E.I. Trust By: Financial Trust Company, Inc, as trustee
By: Jeffrey E. Epstein
Jeffrey E. Epstein, President
THE FAMILY TRUST
By: Leslie H. Wexner

Leslie H. Wexner, Trustee