

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. 35)

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)

NOVEMBER 23, 2007

(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

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1 NAME OF REPORTING PERSON: Leslie H. Wexner

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 United States

ORGANIZATION:

NUMBER OF SHARES	7	SOLE VOTING POWER:	33,485,942
BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	8	SHARED VOTING POWER:	16,791,863
	9	SOLE DISPOSITIVE POWER:	34,850,316
	10	SHARED DISPOSITIVE POWER:	16,791,863
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY REPORTING PERSON: 51,642,179		
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): 14.2%		
14	TYPE OF REPORTING PERSON: IN		

SEE INSTRUCTIONS BEFORE FILLING OUT!

1 NAME OF REPORTING PERSON: Abigail S. Wexner

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: 8,639,694

EACH REPORTING 9 SOLE DISPOSITIVE POWER: -0-

PERSON WITH 10 SHARED DISPOSITIVE POWER: 8,639,694

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY REPORTING PERSON: 8,639,694

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

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11): 2.4%

14 TYPE OF REPORTING PERSON: IN

SEE INSTRUCTIONS BEFORE FILLING OUT!

1 NAME OF REPORTING PERSON: Wexner Personal Holdings Corporation

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:	4,892,608
BENEFICIALLY OWNED BY	8	SHARED VOTING POWER:	-0-
EACH REPORTING	9	SOLE DISPOSITIVE POWER:	4,892,608
PERSON WITH	10	SHARED DISPOSITIVE POWER:	-0-

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY REPORTING PERSON: 4,892,608

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

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11): 1.4%

14 TYPE OF REPORTING PERSON: CO

SEE INSTRUCTIONS BEFORE FILLING OUT!

1 NAME OF REPORTING PERSON: Trust 600

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:	3,300,568
BENEFICIALLY OWNED BY	8	SHARED VOTING POWER:	-0-
EACH REPORTING	9	SOLE DISPOSITIVE POWER:	3,300,568
PERSON WITH	10	SHARED DISPOSITIVE POWER:	-0-

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY REPORTING PERSON: 3,300,568

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: R.H.R.E.I. Trust

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP: (A)
(B)

3 SEC USE ONLY

4 SOURCE OF FUNDS: 00

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:	4,851,601
BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	8	SHARED VOTING POWER:	-0-
	9	SOLE DISPOSITIVE POWER:	4,851,601
	10	SHARED DISPOSITIVE POWER:	-0-

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY REPORTING PERSON: 4,851,601

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 Family Trust

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:	8,569,177
BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	8 SHARED VOTING POWER:	-0-
	9 SOLE DISPOSITIVE POWER:	8,569,177
	10 SHARED DISPOSITIVE POWER:	-0-

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY REPORTING PERSON: 8,569,177

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

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11): 2.4%

14 TYPE OF REPORTING PERSON: 00

SEE INSTRUCTIONS BEFORE FILLING OUT!

1 NAME OF REPORTING PERSON: The Concierge Trust

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:	1,500,000
BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	8 SHARED VOTING POWER:	-0-
	9 SOLE DISPOSITIVE POWER:	1,500,000
	10 SHARED DISPOSITIVE POWER:	-0-

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY REPORTING PERSON: 1,500,000

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

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11): 0.4%

14 TYPE OF REPORTING PERSON: 00

SEE INSTRUCTIONS BEFORE FILLING OUT!

This Amendment No. 35 amends the Schedule 13D dated June 25, 1985, as amended in certain respects by Amendments No. 1 through 34 thereto, and is filed by Leslie H. Wexner, for and on behalf of himself, Abigail S. Wexner, Wexner Personal Holdings Corporation, Trust 600, R.H.R.E.I. Trust, The Family Trust, and The Concierge 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 3. Source and Amount of Funds or Other Consideration.

Item 3 is amended as follows:

The source of funds for the purchases of shares of Common Stock by R.H.R.E.I. Trust described in Item 4 and Item 5(c) of this Amendment No. 35 are borrowings from the trust's margin securities account at Merrill Lynch. The amount of funds used to purchase the shares of Common Stock listed in Item 5(c) of this Amendment No. 35 can be determined from such Item.

Item 4. Purpose of Transaction.

Item 4 is amended as follows:

On November 23, 2007, R.H.R.E.I. Trust purchased 100,000 shares of Common Stock for investment purposes. In addition, R.H.R.E.I. Trust plans to acquire an additional 900,000 shares of Common Stock in the aggregate for investment purposes through open market purchases at market prices (allocated approximately equally over a ten trading day period beginning November 26, 2007), pursuant to a plan intended to comply with Rules 10b5-1(c) and 10b-18 under the Securities Exchange Act of 1934.

Each of the Purchasers reserves the right (i) to purchase or otherwise acquire additional shares of Common Stock, or other securities of the Company, or instruments convertible into or exercisable for any such securities (collectively, "Company Securities"), in the open market, in privately negotiated transactions or otherwise, at any time or from time to time, and (ii) to sell, transfer or otherwise dispose of Company Securities in public or private transactions, at any time or from time to time.

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. 35 are incorporated herein by reference. As of November 27, 2007, 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, 362,312,188, being based on the number of shares outstanding as of August 31, 2007 as reported in the Company's Quarterly Report on Form 10-Q for the quarterly period ended August 4, 2007), as determined in accordance with Rule 13d-3.

Person	Number of Shares	Percent of Class
Leslie H. Wexner	51,642,179 (1)(3)(4)(5)(6)(7)	14.2%
Abigail S. Wexner	8,639,694 (2)	2.4%
Wexner Personal Holdings Corporation	4,892,608 (3)	1.4%
Trust 600	3,300,568 (4)	0.9%
R.H.R.E.I. Trust	4,851,601 (5)	1.3%
The Family Trust	8,569,177 (6)	2.4%
The Concierge Trust	1,500,000 (7)	0.4%

- (1) Includes: 1,364,374 shares held in Limited Brands Savings and Retirement Plan for Mr. Wexner's account (as of October 31, 2007) over which Mr. Wexner exercises dispositive but not voting control; and 1,724,005 shares issuable within approximately 60 days upon exercise of outstanding options held by Mr. Wexner. Also includes 8,639,694 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 43,002,485 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 3,300,568 shares held by Trust 600 may be deemed to be shared by Leslie H. Wexner and Gideon I. Kaufman, who is the sole trustee.
- (5) Power to vote or direct the disposition of the 4,851,601 shares held by the R.H.R.E.I. Trust may be deemed to be shared by Leslie H. Wexner and Gideon I. Kaufman, who is the sole trustee.
- (6) Power to vote or direct the disposition of the 8,569,177 shares held by Leslie H. Wexner as the sole trustee of The Family Trust.
- (7) Power to vote or direct the disposition of the 1,500,000 shares held by Leslie H. Wexner as the sole trustee of The Concierge Trust.

(b) The responses of the Purchasers to (i) Rows (7) through (10) of the cover pages of this Amendment No. 35 and (ii) Item 5(a) hereof are incorporated herein by reference.

(c) 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 -----
Abigail S. Wexner	11/5/07	612 shares	\$28.61	Abigail S. Wexner, for service as a director of the Company, received from the Company, fees in shares of Common Stock.
R.H.R.E.I. Trust	11/23/07	100,000 shares*	\$18.4377*	Purchases in NYSE market transactions.
R.H.R.E.I. Trust	11/26/07	90,000 shares*	\$18.2553*	Purchases in NYSE market transactions.
R.H.R.E.I. Trust	11/27/07	90,000 shares*	\$17.9059*	Purchases in NYSE market transactions.

* Shares of Common Stock were purchased over the day, and the aggregate amount and average price are indicated. Excludes brokerage commissions.

(d), (e): Not Applicable

Item 6. Contracts, Arrangements, Understandings or Relationships With Respect

to Securities of the Issuer.

Item 6 is amended as follows:

Item 4 of this Amendment No. 35 to Schedule 13D is incorporated herein by reference.

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,
Trust 600, R.H.R.E.I. Trust, The Family Trust, and The
Concierge Trust, November 27, 2007.

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: November 27, 2007

/s/ Leslie H. Wexner

Leslie H. Wexner

By: /s/ Abigail S. Wexner

Abigail S. Wexner

WEXNER PERSONAL HOLDINGS CORPORATION

By: /s/ Leslie H. Wexner

Name: Leslie H. Wexner
Title: President

Trust 600

By: /s/ Gideon I. Kaufman

Gideon I. Kaufman, Trustee

R.H.R.E.I. Trust

By: /s/ Gideon I. Kaufman

Gideon I. Kaufman, Trustee

THE FAMILY TRUST

By: /s/ Leslie H. Wexner

Leslie H. Wexner, Trustee

THE CONCIERGE TRUST

By: /s/ 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, Trust 600, R.H.R.E.I. Trust, The Family Trust, and The Concierge Trust, dated November 27, 2007.

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: November 27, 2007

/s/ Leslie H. Wexner

Leslie H. Wexner

By: /s/ Abigail S. Wexner

Abigail S. Wexner

WEXNER PERSONAL HOLDINGS CORPORATION

By: /s/ Leslie H. Wexner

Name: Leslie H. Wexner
Title: President

Trust 600

By: /s/ Gideon I. Kaufman

Gideon I. Kaufman, Trustee

R.H.R.E.I. Trust

By: /s/ Gideon I. Kaufman

Gideon I. Kaufman, Trustee

THE FAMILY TRUST

By: /s/ Leslie H. Wexner

Leslie H. Wexner, Trustee

THE CONCIERGE TRUST

By: /s/ Leslie H. Wexner

Leslie H. Wexner, Trustee