

| OMB APPROVAL             |           |
|--------------------------|-----------|
| OMB Number:              | 3235-0287 |
| Estimated average burden |           |
| hours per response:      | 0.5       |

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

|  |  |   |
|--|--|---|
| 1. Name and Address of Reporting Person*<br><b>WEXNER LESLIE H</b><br><br>(Last) (First) (Middle)<br><b>C/O LIMITED BRANDS, INC.</b><br><b>THREE LIMITED PARKWAY</b><br><br>(Street)<br><b>COLUMBUS OH 43216</b><br><br>(City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol<br><b>LIMITED BRANDS INC [ LTD ]</b> | 5. Relationship of Reporting Person(s) to Issuer<br>(Check all applicable)<br><input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner<br><input checked="" type="checkbox"/> Officer (give title below) Other (specify below)<br><b>Chairman and CEO</b> |
|  | 3. Date of Earliest Transaction (Month/Day/Year)<br><b>03/01/2010</b>            |   |
|  |  | 6. Individual or Joint/Group Filing (Check Applicable Line)<br><input checked="" type="checkbox"/> Form filed by One Reporting Person<br><input type="checkbox"/> Form filed by More than One Reporting Person  |

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) |   | 4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5) |            |       | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|------------|-------|---|--|---|
|                                 |                                      |  | Code                           | V | Amount  | (A) or (D) | Price |   |  |   |

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) |   | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) |     | 6. Date Exercisable and Expiration Date (Month/Day/Year) |                           | 7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4) | 10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) |       |
|--|--|--------------------------------------|--|--------------------------------|---|--|-----|--|---------------------------|---|--|--|---|--|-------|
|  |  |                                      |  | Code                           | V | (A)  | (D) | Date Exercisable   | Expiration Date           |   |  |  |   |  | Title |
| Restricted Shares <sup>(1)</sup>           | (1)  | 03/01/2010                           |  | A <sup>(1)</sup>               | V | 271,620  |     | 03/31/2012 <sup>(2)</sup>                                | 03/31/2012 <sup>(2)</sup> | Common Stock  | 271,620                                    | (3)  | 271,620 <sup>(4)</sup>                                    | D <sup>(4)</sup>                                       |       |

1. Name and Address of Reporting Person\*  
**WEXNER LESLIE H**  
 (Last) (First) (Middle)  
**C/O LIMITED BRANDS, INC.**  
**THREE LIMITED PARKWAY**  
 (Street)  
**COLUMBUS OH 43216**  
 (City) (State) (Zip)

1. Name and Address of Reporting Person\*  
**WEXNER ABIGAIL S**  
 (Last) (First) (Middle)  
**C/O LIMITED BRANDS, INC.**  
**THREE LIMITED PARKWAY**  
 (Street)  
**COLUMBUS OH 43216**  
 (City) (State) (Zip)

**Explanation of Responses:**

- The performance condition of a performance-based restricted stock award ("Restricted Shares") previously granted to Leslie H. Wexner ("Mr. Wexner") by the Issuer was satisfied on March 1, 2010, and then the Restricted Shares vest generally based on his continued employment. The Restricted Shares confer no voting rights and may not be sold until they automatically settle for an equivalent number of shares of common stock of the Issuer on the vesting date.
- The Restricted Shares vest on March 31, 2012, subject earlier forfeiture or acceleration.
- Not applicable.
- Owned by Mr. Wexner directly. Owned by Abigail S. Wexner ("Mrs. Wexner") indirectly, through Mr. Wexner. Mrs. Wexner disclaims beneficial ownership of all such indirectly owned securities in excess of her pecuniary interest therein.

**Remarks:**

Exhibit 99.1: Joint Filer Information, incorporated herein by reference.

/s/ Leslie H. Wexner

03/03/2010

\*\* Signature of Reporting Person

Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

\* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.**

Joint Filer Information

Name of Joint Filer: Abigail S. Wexner

Address of Joint Filer: c/o Limited Brands, Inc.  
Three Limited Parkway  
Columbus, OH 43216

Relationship of Joint Filer to Issuer: Director

Issuer Name and Ticker or Trading Symbol: Limited Brands, Inc. (LTD)

Date of Earliest Transaction Required  
to be Reported (Month/Day/Year): 3/1/2010

Designated Filer: Leslie H. Wexner

**Signature:**

/s/ Abigail S. Wexner  
Abigail S. Wexner

March 3, 2010  
Date