SEC Form 4

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FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

OMB APPROVAL OMB Number: 3235-028

	hours per response:	0.5
	Estimated average burde	en
I		3235-0207

1. Name and Addre	ss of Reporting Perso RK A	n*	2. Issuer Name and Ticker or Trading Symbol <u>LIMITED BRANDS INC</u> [LTD]		tionship of Reporting Pers all applicable) Director	10% Owner	
(Last) THREE LIMITI	(First) ED PARKWAY	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 11/27/2006	X	Officer (give title below) EVP, Retail Ope	Other (specify below) erations	
(Street) COLUMBUS	ОН	43230	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Indiv Line) X	ividual or Joint/Group Filing (Check Applicable Form filed by One Reporting Person Form filed by More than One Reporting		
(City)	(State)	(Zip)			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. Transa Code (8)				5. Amount of Securities Beneficially Owned Following Reported	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	Transaction(s) (Instr. 3 and 4)		(1130. 4)
Common Stock, \$0.50 par value	11/27/2006		M ⁽¹⁾		38,070	A	\$15.89	109,273	D	
Common Stock, \$0.50 par value	11/27/2006		M ⁽¹⁾		9,549	A	\$12.01	118,822	D	
Common Stock, \$0.50 par value	11/27/2006		S ⁽¹⁾		47,619	D	\$32	71,203	D	

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. Transa Code (8)		n of		6. Date Exerc Expiration Da (Month/Day/)	ate	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	Amount or Number of Shares				
Stock Option - Right to Buy	\$15.8918	11/27/2006		M ⁽¹⁾			38,070	02/14/2004	02/14/2010	Common Stock, \$0.50 par value	38,070	\$0	25,169	D	
Stock Option - Right to Buy	\$12.0114	11/27/2006		M ⁽¹⁾			9,549	(2)	02/03/2013	Common Stock, \$0.50 par value	9,549	\$0	16,975	D	

Explanation of Responses:

1. The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on November 21, 2006.

2. Option vests 25% per year beginning on the first anniversary of the date of grant.

Remarks:

<u>By: Robert J. Tannous,</u> <u>Attorney-in-Fact</u>

11/28/2006

Date

** Signature of Reporting Person

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.