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:

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1. Name and Address of Reporting Person [*] Burgdoerfer Stuart B			2. Issuer Name and Ticker or Trading Symbol <u>LIMITED BRANDS INC</u> [LTD]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner					
(Last)			3. Date of Earliest Transaction (Month/Day/Year) 04/09/2007	- x	Officer (give title below) CFO	Other (specify below)			
(Street) COLUMBUS (City)	OH (State)	43230 (Zip)	4. If Amendment, Date of Original Filed (Month/Day/Year)		vidual or Joint/Group Filing (Check Applicable Form filed by One Reporting Person Form filed by More than One Reporting Person				
		Table I - Non-Deriva	l ative Securities Acquired, Disposed of, or Benefi	icially O	wned				

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)	Transaction Code (Instr.						6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership
			Code	v	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)		(Instr. 4)
Common Stock, \$0.50 par value	04/09/2007		Α		8,750	Α	\$ <mark>0</mark>	29,806	D	

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

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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)		of Derivati Securiti Acquire (A) or Dispose of (D) (I	erivative (Month/Day/Year) ecurities cquired		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	\$26.86	04/09/2007		A		12,500		(1)	04/09/2017	Common Stock, \$0.50 par value	12,500	\$0	12,500	D	

Explanation of Responses:

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

By: By: Robert J. Tannous, Attorney-in-Fact for

04/11/2007

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.