

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. 34)

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)

SEPTEMBER 21, 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 [ ].

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CUSIP No. 532716-10-7

13D

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Page 2

-----  
1 NAME OF REPORTING PERSON: Leslie H. Wexner

-----  
2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP: (A) [ ]  
(B) [X]

-----  
3 SEC USE ONLY

-----  
4 SOURCE OF FUNDS: N/A

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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

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NUMBER OF 7 SOLE VOTING POWER: 33,485,942  
SHARES  
-----  
BENEFICIALLY 8 SHARED VOTING POWER: 16,511,251  
OWNED BY  
-----  
EACH 9 SOLE DISPOSITIVE POWER: 34,849,708  
REPORTING  
-----  
PERSON WITH 10 SHARED DISPOSITIVE POWER: 16,511,251  
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11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY REPORTING PERSON: 51,360,959  
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12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN [ ]  
SHARES:  
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13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11): 14.1%  
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14 TYPE OF REPORTING PERSON: IN  
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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: 8,639,082

EACH REPORTING 9 SOLE DISPOSITIVE POWER: -0-

PERSON WITH 10 SHARED DISPOSITIVE POWER: 8,639,082

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY REPORTING PERSON: 8,639,082

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 EACH REPORTING PERSON WITH	8	SHARED VOTING POWER:	-0-
	9	SOLE DISPOSITIVE POWER:	4,892,608
	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: 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:	4,571,601
BENEFICIALLY OWNED BY	8	SHARED VOTING POWER:	-0-
EACH REPORTING	9	SOLE DISPOSITIVE POWER:	4,571,601
PERSON WITH	10	SHARED DISPOSITIVE POWER:	-0-

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY REPORTING PERSON: 4,571,601

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. 34 amends the Schedule 13D dated June 25, 1985, as amended in certain respects by Amendments No. 1 through 33 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 2. Identity and background.

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Item 2 is amended as follows:

The Concierge 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 Concierge Trust. During the last five years neither The Concierge 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.

On September 21, 2007, Gideon I. Kaufman succeeded as sole trustee of each of Trust 600 and R.H.R.E.I. Trust. Mr. Kaufman is an attorney and a shareholder of Kaufman, Peterson & Dishler, P.C., which is principally engaged in the practice of law. The business address of Mr. Kaufman and Kaufman, Peterson & Dishler, P.C. is 315 East Hyman Ave., Suite 305, Aspen, CO 81611. Mr. Kaufman is a citizen of the United States of America. To the knowledge of the Purchasers, during the last five years Mr. Kaufman has not 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.

Foxcote One and Foxcote Two each have ceased to be a Purchaser since each no longer beneficially owns any shares of Common Stock.

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.

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(a) The responses of the Purchasers to Rows (11) through (13) of the cover pages of this Amendment No. 34 are incorporated herein by reference. As of September 21, 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	51,360,959 (1)(3)(4)(5)(6)(7)	14.1%
Abigail S. Wexner	8,639,082 (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	4,571,601 (5)	1.3%
The Family Trust	8,569,177 (6)	2.4%
The Concierge Trust	1,500,000 (7)	0.4%

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- (1) Includes: 1,363,766 shares held in Limited Brands Savings and Retirement Plan for Mr. Wexner's account (as of August 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 8,639,082 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 42,721,877 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 4,571,601 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. 34 and (ii) Item 5(a) hereof are incorporated herein by reference.

(c) 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	8/6/07	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.
Leslie H. Wexner	8/24/07	15,719 shares	n/a	Leslie H. Wexner, for services as the Chairman and CEO of the Company, received restricted shares from the Company, which confer no voting rights and may not be sold, but automatically settle for an equivalent number of shares of common stock of the Company on March 30, 2009, subject to earlier forfeiture or acceleration.

(d), (e): Not Applicable

Item 6. Contracts, Arrangements, Understandings or Relationships With  
 -----  
 Respect to Securities of the Issuer.  
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Item 6 is amended as follows:

On October 4, 2006, Foxcote One transferred an aggregate of 4,147,373 shares of Common Stock in accordance with the trust without consideration in exchange, including 1,337,212 shares to Leslie H. Wexner.

On October 4, 2006, Foxcote Two transferred an aggregate of 2,376,566 shares of Common Stock in accordance with the trust without consideration in exchange, including 1,352,328 shares to Abigail S. Wexner.

On December 26, 2006, Leslie H. Wexner transferred 1,500,000 shares of Common Stock to The Concierge Trust without consideration in exchange.

On March 30, 2007, The Family Trust transferred 6,430,823 shares of Common Stock in accordance with the trust to Leslie H. Wexner without consideration in exchange.

Item 2 of this Amendment No. 34 to Schedule 13D is incorporated herein by reference.

Leslie H. Wexner, Abigail S. Wexner and certain of the other Purchasers 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.

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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 September 21, 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: September 21, 2007

/s/ Leslie H. Wexner

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Leslie H. Wexner

/s/ Abigail S. Wexner

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Abigail S. Wexner

WEXNER PERSONAL HOLDINGS CORPORATION

By: /s/ Leslie H. Wexner

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Name: Leslie H. Wexner  
Title: President

Trust 600

By: /s/ Gideon I. Kaufman

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Gideon I. Kaufman, Trustee

R.H.R.E.I. Trust

By: /s/ Gideon I. Kaufman

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Gideon I. Kaufman, Trustee

THE FAMILY TRUST

By: /s/ Leslie H. Wexner

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Leslie H. Wexner, Trustee

THE CONCIERGE TRUST

By: /s/ Leslie H. Wexner

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Leslie H. Wexner, Trustee

EXHIBIT INDEX

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Exhibit No.

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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 September 21, 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: September 21, 2007

/s/ Leslie H. Wexner  
-----  
Leslie H. Wexner

/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