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

| 1. Name and Address of Report <u>NEAL DIANE L</u> | ting Person [*] | 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) (First) THREE LIMITED PARK | (Middle) WAY | 3. Date of Earliest Transaction (Month/Day/Year) 03/08/2010 | X Officer (give title Other (specify below) below) CEO Bath & Body Works |
| (Street) COLUMBUS OH (City) (State) | 43230 (Zip) | 4. If Amendment, Date of Original Filed (Month/Day/Year) | 6. Individual or Joint/Group Filing (Check Applicable Line) X Form filed by One Reporting Person Form filed by More than One Reporting Person |

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

| Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned | | | | | | | | | | | |
|--|---|---|---|---|--|---|--|--|--|--|--|
| 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | Code (| | Disposed Of (| Disposed Of (D) (Instr. 3, 4 and | | Securities Beneficially Owned Following | Form: Direct (D) or Indirect | 7. Nature of Indirect Beneficial Ownership | | |
| | | Code | v | Amount | (A) or (D) | Price | Transaction(s) (Instr. 3 and 4) | | (Instr. 4) | | |
| 03/08/2010 | | S | | 27,344 | D | \$23.54 | 242,594 ⁽¹⁾ | D | | | |
| | 2. Transaction Date (Month/Day/Year) | 2. Transaction Date (Month/Day/Year) 2A. Deemed Execution Date, if any (Month/Day/Year) | 2. Transaction Date (Month/Day/Year) 2A. Deemed Execution Date, if any (Month/Day/Year) 2A. Deemed Execution Date, if any (Month/Day/Year) 2006 2006 2006 2006 2006 2006 2006 200 | 2. Transaction Date (Month/Day/Year) 2A. Deemed Execution Date, if any (Month/Day/Year) 2. Transaction Code (Instr. 8) Code V | 2. Transaction Date (Month/Day/Year) 2A. Deemed Execution Date, if any (Month/Day/Year) 2. Transaction (Month/Day/Year) 2. Code (Instr. 2) 2. Code | 2. Transaction Date (Month/Day/Year) 2A. Deemed Execution Date, if any (Month/Day/Year) 2A. Deemed Execution Date, if any (Month/Day/Year) 2. Transaction Code (Instr. 8) Code V Amount (A) or (D) | 2. Transaction Date (Month/Day/Year) 2A. Deemed Execution Date, if any (Month/Day/Year) 2A. Deemed Execution Date, if any (Month/Day/Year) 2Code V Amount (A) or Disposed Of (D) (Instr. 3, 4 and 5) Code (Instr. 4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5) Code (Instr. 4. Securities Acquired (A) or (D) (Instr. 4. And 5) Code V Amount (D) Price | 2. Transaction Date (Month/Day/Year) 2A. Deemed Execution Date, if any (Month/Day/Year) 2 . Transaction (Month/Day/Year) 2 . Month/Day/Year) 2 . Transaction Code (Instr. 8) 2 . Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5) 2 . Mount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 2. Transaction Date (Month/Day/Year) 2A. Deemed Execution Date, if any (Month/Day/Year) 2A. Deemed if any (Month/Day/Year) 2Code (Instr. 4) 2Code V Amount (A) or Code V Amount (A) or (D) Price 3. Amount of S. Amou | | |

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) | | 5. Nu of Deriv Secu Acqu (A) of Dispo of (D) (Instr and 5 | ative rities ired osed . 3, 4 | 6. Date Exerc Expiration Da (Month/Day/Y | 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 | | | | |

Explanation of Responses:

1. Represents Ms. Neal's beneficial ownership on March 8, 2010. As of the date of filing of this report, Ms. Neal beneficially owns 238,596 shares.

Remarks:

Robert J. Tannous, Attorneyin-Fact

04/07/2010

** Signature of Reporting Person Date

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

 \ast 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.