

**INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES**

OMB APPROVAL	
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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* <u>TURNEY SHAREN J</u>  (Last) (First) (Middle) <u>THREE LIMITED PARKWAY</u>  (Street) <u>COLUMBUS OH 43230</u>  (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) <u>05/24/2006</u>	3. Issuer Name and Ticker or Trading Symbol <u>LIMITED BRANDS INC [ LTD ]</u>		
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director _____ 10% Owner _____ <input checked="" type="checkbox"/> Officer (give title below) _____ Other (specify below) _____ <u>CEO/P VS Megabrand Int App Grp</u>	5. If Amendment, Date of Original Filed (Month/Day/Year) <u>05/26/2006</u>	
		6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person _____		

**Table I - Non-Derivative Securities Beneficially Owned**

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock, \$0.50 par value	95,915	D	
Common Stock, \$0.50 par value	500	I	By Spouse IRA
Common Stock, \$0.50 par value	2,500	I	Minor Child

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

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date				
Put Equivalent (right to sell)	(1)	06/25/2010	Common Stock, \$0.50 par value	368,899	20.2799 <sup>(2)</sup>	D
Stock Option - Right to Buy	(3)	02/04/2012	Common Stock, \$0.50 par value	105,400	16.8406	D
Stock Option - Right to Buy	(3)	02/03/2013	Common Stock, \$0.50 par value	105,399	12.0114	D
Stock Option - Right to Buy	(4)	02/02/2014	Common Stock, \$0.50 par value	70,266	17.7799	D
Stock Option - Right to Buy	(3)	03/31/2015	Common Stock, \$0.50 par value	100,000	24.3	D
Stock Option - Right to Buy	(3)	03/31/2016	Common Stock, \$0.50 par value	15,000	24.46	D

**Explanation of Responses:**

- Option vests 10% on the first, second and third anniversaries of the date of grant, 15% on the fourth anniversary, 20% on the fifth anniversary and 35% on the sixth anniversary.
- The reporting person is entitled to sell shares underlying this put equivalent for \$30.2799.
- Option vests 25% per year beginning on the first anniversary of the date of grant.
- Option vests 20% per year beginning on the first anniversary of the date of grant.

**Remarks:**

This Form 3 is being amended to clarify the terms of a derivative security granted on 6/26/00 and to include shares held by Ms. Turney's spouse in an IRA account that was omitted from the Form 3.

By: Robert J. Tannous, 03/28/2007  
Attorney-in-Fact

\*\* 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 5 (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.