FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

| OMB APPROVAL | | | | | | | | | | |
|---------------------|-----------|--|--|--|--|--|--|--|--|--|
| OMB Number: | 3235-0287 | | | | | | | | | |
| Estimated average I | burden | | | | | | | | | |

0.5

hours per response:

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

| 1. Name and Address of Reporting Person* | | | | | | 2. Issuer Name and Ticker or Trading Symbol LIMITED BRANDS INC [LTD] | | | | | | | | Relationship o eck all applic Directo | cable) r | g Perso | 10% Ow | ner |
|--|---|------------|---|----------|---|--|-------|----------------------|--|---|------------------------|--|---|---|--|---|--|---------------------------------------|
| (Last) | Last) (First) (Middle) THREE LIMITED PARKWAY | | | | | 3. Date of Earliest Transaction (Month/Day/Year) 09/20/2010 | | | | | | | | X Officer below) | fficer (give title elow) EVP of HR | | Other (specify below) | |
| (Street) | reet) OLUMBUS OH 43230 | | | | 4. | 4. If Amendment, Date of Original Filed (Month/Day/Year) | | | | | | | Line | 6. Individual or Joint/Group Filing (Check Applicable Line) X Form filed by One Reporting Person | | | | |
| (City) | (S | state) | (Zip) | | - | | | | | | | | | | Form filed by More than One Reporting Person | | | |
| | | Tal | ble I - N | on-Der | ivativ | re Se | ecuri | ties Ac | quirec | l, Di | sposed o | f, or Bei | neficial | ly Owned | | | | |
| 1. Title of Security (Instr. 3) 2. Transa Date (Month/L | | | | | Execution Date, | | | | | Securities Acquired (A) or sposed Of (D) (Instr. 3, 4 and 5 | | Securitie Benefici Owned F | 5. Amount of Securities Beneficially Owned Following | | Direct I Indirect E tr. 4) | 7. Nature of Indirect Beneficial Ownership | | |
| | | | | | | | | | Code | v | Amount | (A) or (D) | Price | Transact | Reported Transaction(s) (Instr. 3 and 4) | | (| (Instr. 4) |
| Common Stock, \$0.50 par value | | | 09/20 |)/2010 |) | | | M | | 14,255 | A | \$16.43 | 91 152 | 2,610 | D | | | |
| Common Stock, \$0.50 par value | | | 09/20 | /20/2010 | |) | | M | | 7,128 | A | \$17.09 | 28 159 | 8 159,738 | | D | | |
| Common Stock, \$0.50 par value | | | | 09/20 | /2010 | | | | M | | 6,113 | A | \$16.18 | 98 165 | 165,851 | | D | |
| Common Stock, \$0.50 par value 09/2 | | | 09/20 |)/2010 | 2010 | | S | | 27,496 | D | \$27 | 138,355 | | D | | | | |
| | | | Table II | | | | | | | | oosed of, convertib | | | Owned | | | | |
| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security 3. Transaction Date (Month/Day/Yes) | | 3A. Deem Execution if any (Month/D | n Date, | 4. Transaction Code (Instr. 8) | | | | 6. Date Exerc Expiration Da (Month/Day/Y | | ate | 7. Title and Amou of Securities Underlying Derivative Securit (Instr. 3 and 4) | | 8. Price of Derivative Security (Instr. 5) | 9. Numbe derivative Securities Beneficial Owned Following Reported Transactio | e (c s li lly li | 10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | Beneficial Ownership (Instr. 4) |
| | | | | | Code | v | (A) | (D) | Date Exercis | sable | Expiration Date | Title | Amount or Number of Shares | | (Instr. 4) | on(s) | | |
| Stock Option - Right to Buy | \$17.0928 ⁽¹⁾ | 09/20/2010 | | | M | | | 7,128 | (2) | | 02/02/2014 | Common Stock, \$0.50 par value | 7,128 | \$17.0928 | 9,097 ⁽ | 1) | D | |
| Stock Option - Right to Buy | \$16.1898 ⁽¹⁾ | 09/20/2010 | | | M | | | 6,113 ⁽¹⁾ | (2) | | 02/04/2012 | Common Stock, \$0.50 par value | 6,113 | \$16.1898 | 0.000 | 0 | D | |
| Stock Option - Right to | \$16.4391 ⁽¹⁾ | 09/20/2010 | | | M | | | 14,255 | (2) | | 03/31/2018 | Common Stock, \$0.50 par | 14,255 | \$16.4391 | 14,258 | (1) | D | |

Explanation of Responses:

- 1. Previously reported stock option has been adjusted to reflect a special stock dividend declared by the Issuer and exempt pursuant to Rule 16a-9.
- 2. Option vests 25% per year beginning on the first anniversary of the date of grant.

Robert J. Tannous, 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 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.