

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

AMENDMENT NO. 16

TO

SCHEDULE 13D

Under the Securities Exchange Act of 1934

THE LIMITED, INC.

(Name of Issuer)

Common Stock, \$0.50 Par Value

532716-107

(Title of class of securities)

(CUSIP number)

Dennis J. Block, 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)

Not Applicable

(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 which is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(b)(3) or (4), check the following box .

Check the following box if a fee is being paid with the statement .

(A fee is not required only if the reporting person: (1) has a previous statement on file reporting beneficial ownership of more than five percent of the class of securities described in Item 1; and (2) has filed no amendment subsequent thereto reporting beneficial ownership of five percent or less of such class.) (See Rule 13d-7.)

- 1 NAME OF REPORTING PERSON: Leslie H. Wexner
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON: ####-##-####
- 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: | 52,312,150 |
| BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | 8 | SHARED VOTING POWER: | 15,104,717 |
| | 9 | SOLE DISPOSITIVE POWER: | 52,824,047 |
| | 10 | SHARED DISPOSITIVE POWER: | 15,104,717 |
- 11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY REPORTING PERSON: 67,928,764
- 12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES:
- 13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11): 25.09%
- 14 TYPE OF REPORTING PERSON: IN

SEE INSTRUCTIONS BEFORE FILLING OUT!

1 NAME OF REPORTING PERSON: The Wexner Foundation

S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON:

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: 2,754,717

BENEFICIALLY OWNED BY 8 SHARED VOTING POWER: -0-

EACH REPORTING PERSON 9 SOLE DISPOSITIVE POWER: 2,754,717

WITH 10 SHARED DISPOSITIVE POWER: -0-

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY REPORTING PERSON: 2,754,717

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES:

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11): 1.0%

14 TYPE OF REPORTING PERSON: 00

SEE INSTRUCTIONS BEFORE FILLING OUT!

- 1 NAME OF REPORTING PERSON: Health and Science Interests
- S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON:
- 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: 2,000,000
- BENEFICIALLY OWNED BY 8 SHARED VOTING POWER: -0-
- EACH REPORTING PERSON 9 SOLE DISPOSITIVE POWER: 2,000,000
- WITH 10 SHARED DISPOSITIVE POWER: -0-
- 11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY REPORTING PERSON: 2,000,000
- 12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES:
- 13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11): 0.7%
- 14 TYPE OF REPORTING PERSON: 00

SEE INSTRUCTIONS BEFORE FILLING OUT!

1 NAME OF REPORTING PERSON: Health and Science Interests II

S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON:

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: 350,000

BENEFICIALLY OWNED BY 8 SHARED VOTING POWER: -0-

EACH REPORTING PERSON WITH 9 SOLE DISPOSITIVE POWER: 350,000

PERSON WITH 10 SHARED DISPOSITIVE POWER: -0-

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY REPORTING PERSON: 350,000

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES:

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11): 0.1%

14 TYPE OF REPORTING PERSON: 00

SEE INSTRUCTIONS BEFORE FILLING OUT!

- 1 NAME OF REPORTING PERSON: The Wexner Children's Trust
- S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON:
- 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: | 18,750,000 |
| BENEFICIALLY OWNED BY | 8 | SHARED VOTING POWER: | -0- |
| EACH REPORTING PERSON WITH | 9 | SOLE DISPOSITIVE POWER: | 18,750,000 |
| | 10 | SHARED DISPOSITIVE POWER: | -0- |
- 11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY REPORTING PERSON:
18,750,000
- 12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES:
- 13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11): 6.9%
- 14 TYPE OF REPORTING PERSON: 00

SEE INSTRUCTIONS BEFORE FILLING OUT!

1 NAME OF REPORTING PERSON: Harry and Hannah Wexner Trust

S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON:

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: 10,000,000

BENEFICIALLY OWNED BY 8 SHARED VOTING POWER: -0-

EACH REPORTING PERSON WITH 9 SOLE DISPOSITIVE POWER: 10,000,000

10 SHARED DISPOSITIVE POWER: -0-

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY REPORTING PERSON: 10,000,000

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES:

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11): 3.7%

14 TYPE OF REPORTING PERSON: 00

SEE INSTRUCTIONS BEFORE FILLING OUT!

This Amendment No. 16 relates to the Schedule 13D dated June 25, 1985, as amended in certain respects by Amendments No. 1 through 15 thereto, filed by a group currently comprised of Leslie H. Wexner, The Wexner Foundation, Health and Science Interests, Health and Science Interests II, The Wexner Children's Trust and the Harry and Hannah Wexner Trust (collectively, the "Purchasers").

Item 2. Identity and Background.

On April 29, 1996, Leslie H. Wexner contributed 10,000,000 shares of Common Stock to the Harry and Hannah Wexner Trust. The trustees of such trust are Mr. Wexner and Jeffrey E. Epstein.

Item 5. Interest in Securities of the Issuer.

(a) As of May 10, 1996, the Purchasers beneficially owned the following shares of the Common Stock (the approximate percentages of the shares of Common Stock owned as indicated in parenthesis below are based on the 270,731,095 shares reported as outstanding in the Company's Annual Report on Form 10-K for the fiscal year ended February 3, 1996):

1.	Leslie H. Wexner	67,928,764(1)(2)(3)(4)(5)	25.09%
2.	The Wexner Foundation	2,754,717(1)	1.0%
3.	Health and Science Interests	2,000,000(2)	0.7%
4.	Health and Science Interests II	350,000(2)	0.1%
5.	The Wexner Children's Trust	18,750,000(4)	6.9%
6.	Harry and Hannah Wexner Trust	10,000,000(5)	3.7%

(b) The responses of the Purchasers to Item 7 through 11 of the portions of the cover pages of this Amendment No. 16 to the

Schedule 13D which relate to the beneficial ownership of shares of the Common Stock are incorporated herein by reference.

- (1) Power to vote or direct the disposition of the 2,754,717 shares held by the Wexner Foundation may be deemed to be shared by Leslie H. Wexner, Jeffrey E. Epstein and Jeffrey J. Smith as the trustees of The Wexner Foundation. Leslie H. Wexner, Jeffrey E. Epstein and Jeffrey J. Smith disclaim beneficial ownership of the shares held by The Wexner Foundation.
- (2) Power to vote or direct the disposition of the 2,350,000 shares held in the aggregate by Health and Science Interests and Health and Science Interests II may be deemed to be shared by Leslie H. Wexner as grantor and Jeffrey E. Epstein as trustee thereof. Leslie H. Wexner and Jeffrey E. Epstein disclaim beneficial ownership of shares held by Health and Science Interests and Health and Science Interests II.
- (3) Includes 511,897 shares held in The Limited, Inc. Savings and Retirement Plan for Mr. Wexner's account.
- (4) Power to vote or direct the disposition of the 18,750,000 shares held by Leslie H. Wexner as the sole trustee of The Wexner Children's Trust.
- (5) Power to vote or direct the disposition of the 10,000,000 shares held by the Harry and Hannah Wexner Trust may be deemed to be shared by Leslie H. Wexner and Jeffrey E. Epstein as trustees of such trust.

(c) On April 29, 1996, Leslie H. Wexner contributed to the Harry and Hannah Wexner Trust 10,000,000 shares of Common Stock.

(d), (e): Not Applicable

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: May 10, 1996

/s/ Leslie H. Wexner

Leslie H. Wexner

THE WEXNER FOUNDATION

By: /s/Jeffrey J. Smith

Jeffrey J. Smith, Secretary

HEALTH AND SCIENCE INTERESTS

By: /s/Jeffrey E. Epstein

Jeffrey E. Epstein, Trustee

HEALTH AND SCIENCE INTERESTS II

By: /s/Jeffrey E. Epstein

Jeffrey E. Epstein, Trustee

THE WEXNER CHILDREN'S TRUST

By: /s/Leslie H. Wexner

Leslie H. Wexner, Trustee

HARRY AND HANNAH WEXNER TRUST

By: /s/Jeffrey E. Epstein

Jeffrey E. Epstein, Trustee