

DESHE ARI
Form 4
March 17, 2005

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 OF
SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
DESHE ARI

2. Issuer Name **and** Ticker or Trading
Symbol
AMERICAN EAGLE
OUTFITTERS INC [AEOS]

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)

1800 MOLER ROAD

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
03/16/2005

☒ Director ☐ 10% Owner
☐ Officer (give title below) ☐ Other (specify below)

COLUMBUS, OH 43207

4. If Amendment, Date Original
Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check
Applicable Line)
☒ Form filed by One Reporting Person
☐ Form filed by More than One Reporting
Person

(City) (State) (Zip)

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

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock, without par value				(A) or (D)			
			Code	V	Amount		Price
Common Stock, without par value	03/16/2005		M		54,000 (1)	A	\$ 2.9723 (1)
Common Stock, without par value	03/16/2005		M		7,500 (1)	A	\$ 7.9125 (1)
					7,177,120	I	By Trust
					54,000	D	
					61,500	D	

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Common Stock, without par value	03/16/2005	M	<u>7,500</u> (1)	A	<u>\$ 7.4055</u> (1)	69,000	D
Common Stock, without par value	03/16/2005	M	<u>7,500</u> (1)	A	<u>\$ 12.03</u> (1)	76,500	D
Common Stock, without par value	03/16/2005	M	<u>7,500</u> (1)	A	<u>\$ 12.2725</u> (1)	84,000	D
Common Stock, without par value	03/16/2005	M	<u>7,500</u> (1)	A	<u>\$ 15.03</u> (1)	91,500	D
Common Stock, without par value	03/16/2005	M	<u>7,500</u> (1)	A	<u>\$ 16.21</u> (1)	99,000	D
Common Stock, without par value	03/16/2005	M	<u>7,500</u> (1)	A	<u>\$ 19.3175</u> (1)	106,500	D
Common Stock, without par value	03/16/2005	M	<u>11,250</u> (1)	A	<u>\$ 18.5209</u> (1)	117,750	D
Common Stock, without par value	03/16/2005	M	<u>11,250</u> (1)	A	<u>\$ 11.105</u> (1)	129,000	D
Common Stock, without par value	03/16/2005	M	<u>11,250</u> (1)	A	<u>\$ 4.9375</u> (1)	140,250	D
Common Stock, without par value	03/16/2005	M	<u>11,250</u> (1)	A	<u>\$ 5.6875</u> (1)	151,500	D
Common Stock, without par value	03/16/2005	M	<u>11,250</u> (1)	A	<u>\$ 11.73</u> (1)	162,750	D
	03/16/2005	M		A		174,000	D

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Common Stock, without par value			<u>11,250</u> (1)		\$ <u>14.7084</u> (1)		
Common Stock, without par value	03/16/2005	M	<u>11,250</u> (1)	A	\$ <u>12.52</u> (1)	185,250	D
Common Stock, without par value	03/16/2005	M	<u>11,250</u> (1)	A	\$ <u>12.46</u> (1)	196,500	D
Common Stock, without par value	03/16/2005	M	<u>13,500</u> (1)	A	\$ <u>11.395</u> (1)	210,000	D
Common Stock, without par value	03/16/2005	M	<u>13,500</u> (1)	A	\$ <u>6.75</u> (1)	223,500	D
Common Stock, without par value	03/16/2005	M	<u>13,500</u> (1)	A	\$ <u>8.2284</u> (1)	237,000	D
Common Stock, without par value	03/16/2005	M	<u>7,500</u> (1)	A	\$ <u>8.5775</u> (1)	244,500	D
Common Stock, without par value	03/16/2005	M	<u>7,500</u> (1)	A	\$ <u>8.4125</u> (1)	252,000	D
Common Stock, without par value	03/16/2005	M	<u>3,750</u> (1)	A	\$ <u>11.0075</u> (1)	255,750	D
Common Stock, without par value	03/16/2005	M	<u>3,750</u> (1)	A	\$ <u>7.7025</u> (1)	259,500	D
Common Stock, without par value	03/16/2005	M	<u>3,750</u> (1)	A	\$ <u>9.55</u> (1)	263,250	D

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

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(9-02)

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. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount Underlying Security (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Stock Option-Right to Buy	\$ 9.55 ⁽¹⁾	03/16/2005		M	3,750 ⁽¹⁾	02/02/2005 02/02/2014	Common Stock, without par value 3,7 ⁽¹⁾
Stock Option-Right to Buy	\$ 2.9723 ⁽¹⁾	03/16/2005		M	54,000 ⁽¹⁾	⁽²⁾ 02/23/2008	Common Stock, without par value 54,0 ⁽¹⁾
Stock Option-Right to Buy	\$ 8.2284 ⁽¹⁾	03/16/2005		M	13,500 ⁽¹⁾	08/03/1999 08/03/2008	Common Stock, without par value 13,5 ⁽¹⁾
Stock Option-Right to Buy	\$ 6.75 ⁽¹⁾	03/16/2005		M	13,500 ⁽¹⁾	11/02/1999 11/02/2008	Common Stock, without par value 13,5 ⁽¹⁾
Stock Option-Right to Buy	\$ 11.395 ⁽¹⁾	03/16/2005		M	13,500 ⁽¹⁾	02/01/2000 02/01/2009	Common Stock, without par value 13,5 ⁽¹⁾
Stock Option-Right to Buy	\$ 12.46 ⁽¹⁾	03/16/2005		M	11,250 ⁽¹⁾	05/03/2000 05/03/2009	Common Stock, without par value 11,2 ⁽¹⁾
Stock Option-Right to Buy	\$ 12.52 ⁽¹⁾	03/16/2005		M	11,250 ⁽¹⁾	08/02/2000 08/02/2009	Common Stock, without par value 11,2 ⁽¹⁾

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Stock Option-Right to Buy	\$ <u>14.7084</u> (1)	03/16/2005	M	<u>11,250</u> (1)	11/01/2000	11/01/2009	Common Stock, without par value	<u>11,250</u> (1)
Stock Option-Right to Buy	\$ <u>11.73</u> (1)	03/16/2005	M	<u>11,250</u> (1)	02/01/2001	02/01/2010	Common Stock, without par value	<u>11,250</u> (1)
Stock Option-Right to Buy	\$ <u>5.6875</u> (1)	03/16/2005	M	<u>11,250</u> (1)	05/01/2001	05/01/2010	Common Stock, without par value	<u>11,250</u> (1)
Stock Option-Right to Buy	\$ <u>4.9375</u> (1)	03/16/2005	M	<u>11,250</u> (1)	07/31/2001	07/31/2010	Common Stock, without par value	<u>11,250</u> (1)
Stock Option-Right to Buy	\$ <u>11.105</u> (1)	03/16/2005	M	<u>11,250</u> (1)	10/30/2001	10/30/2010	Common Stock, without par value	<u>11,250</u> (1)
Stock Option-Right to Buy	\$ <u>15.03</u> (1)	03/16/2005	M	<u>7,500</u> (1)	11/05/2002	11/05/2010	Common Stock, without par value	<u>7,500</u> (1)
Stock Option-Right to Buy	\$ <u>18.5209</u> (1)	03/16/2005	M	<u>11,250</u> (1)	02/05/2002	02/05/2011	Common Stock, without par value	<u>11,250</u> (1)
Stock Option-Right to Buy	\$ <u>19.3175</u> (1)	03/16/2005	M	<u>7,500</u> (1)	05/07/2002	05/07/2011	Common Stock, without par value	<u>7,500</u> (1)
Stock Option-Right to Buy	\$ <u>16.21</u> (1)	03/16/2005	M	<u>7,500</u> (1)	08/06/2002	08/06/2011	Common Stock, without par value	<u>7,500</u> (1)
Stock Option-Right to Buy	\$ <u>12.2725</u> (1)	03/16/2005	M	<u>7,500</u> (1)	02/04/2003	02/04/2012	Common Stock, without par value	<u>7,500</u> (1)
Stock Option-Right to Buy	\$ <u>12.03</u> (1)	03/16/2005	M	<u>7,500</u> (1)	05/06/2003	05/06/2012	Common Stock, without par value	<u>7,500</u> (1)
		03/16/2005	M		08/05/2003	08/05/2012		

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Stock Option-Right to Buy	\$ 7.4055 (1)				7,500 (1)			Common Stock, without par value	7,500 (1)
Stock Option-Right to Buy	\$ 7.9125 (1)	03/16/2005	M		7,500 (1)	11/04/2003	11/04/2012	Common Stock, without par value	7,500 (1)
Stock Option-Right to Buy	\$ 8.5775 (1)	03/16/2005	M		7,500 (1)	02/03/2004	02/03/2013	Common Stock, without par value	7,500 (1)
Stock Option-Right to Buy	\$ 8.4125 (1)	03/16/2005	M		7,500 (1)	05/05/2004	05/05/2013	Common Stock, without par value	7,500 (1)
Stock Option-Right to Buy	\$ 11.0075 (1)	03/16/2005	M		3,750 (1)	08/04/2004	08/04/2013	Common Stock, without par value	3,750 (1)
Stock Option-Right to Buy	\$ 7.7025 (1)	03/16/2005	M		3,750 (1)	11/03/2004	11/03/2013	Common Stock, without par value	3,750 (1)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
DESHE ARI 1800 MOLER ROAD COLUMBUS, OH 43207	X			

Signatures

By: Robert J. Tannous,
Attorney-in-Fact

03/17/2005

____Signature of Reporting Person

____Date

Explanation of Responses:

* 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).

(1) Adjusted to reflect 2-for-1 stock split on March 7, 2005.

(2) Option vests 20% per year beginning on the first anniversary of date of grant.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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