

AMERICAN EAGLE OUTFITTERS INC

Form 4

March 28, 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 *
O DONNELL JAMES V

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)

150 THORN HILL DRIVE

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
03/24/2005

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

WARRENDALE, PA 15095

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	03/24/2005		M	600,000	A \$ 7.03	1,126,956	D
Common Stock, without par value	03/24/2005		S	7,672	D \$ 27.05	1,119,284	D
Common Stock, without par value	03/24/2005		S	15,900	D \$ 27.07	1,103,384	D

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Common Stock, without par value	03/24/2005	S	9,100	D	\$ 27.09	1,094,284	D
Common Stock, without par value	03/24/2005	S	11,147	D	\$ 27.1	1,083,137	D
Common Stock, without par value	03/24/2005	S	6,100	D	\$ 27.11	1,077,037	D
Common Stock, without par value	03/24/2005	S	2,300	D	\$ 27.12	1,074,737	D
Common Stock, without par value	03/24/2005	S	3,408	D	\$ 27.13	1,071,329	D
Common Stock, without par value	03/24/2005	S	2,310	D	\$ 27.14	1,069,019	D
Common Stock, without par value	03/24/2005	S	14,693	D	\$ 27.15	1,054,326	D
Common Stock, without par value	03/24/2005	S	3,550	D	\$ 27.16	1,050,776	D
Common Stock, without par value	03/24/2005	S	3,900	D	\$ 27.17	1,046,876	D
Common Stock, without par value	03/24/2005	S	1,117	D	\$ 27.18	1,045,759	D
Common Stock, without par value	03/24/2005	S	1,492	D	\$ 27.19	1,044,267	D
	03/24/2005	S	8,664	D	\$ 27.2	1,035,603	D

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Common Stock, without par value							
Common Stock, without par value	03/24/2005	S	400	D	\$ 27.21	1,035,203	D
Common Stock, without par value	03/24/2005	S	2,700	D	\$ 27.22	1,032,503	D
Common Stock, without par value	03/24/2005	S	6,399	D	\$ 27.23	1,026,104	D
Common Stock, without par value	03/24/2005	S	14,700	D	\$ 27.24	1,011,404	D
Common Stock, without par value	03/24/2005	S	54,824	D	\$ 27.25	956,580	D
Common Stock, without par value	03/24/2005	S	35,500	D	\$ 27.26	921,080	D
Common Stock, without par value	03/24/2005	S	929	D	\$ 27.27	920,151	D
Common Stock, without par value	03/24/2005	S	8,800	D	\$ 27.28	911,351	D
Common Stock, without par value	03/24/2005	S	1,500	D	\$ 27.29	909,851	D
Common Stock, without par value	03/24/2005	S	32,700	D	\$ 27.3	877,151	D
	03/24/2005	S	8,900	D		868,251	D

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Common Stock, without par value					\$ 27.31		
Common Stock, without par value	03/24/2005	S	3,900	D	\$ 27.32	864,351	D
Common Stock, without par value	03/24/2005	S	4,500	D	\$ 27.33	859,851	D

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 of Underlying Securities (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Stock Option - Right to Buy	\$ 7.03	03/24/2005		M	600,000	<u>(1)</u> 03/04/2013	Common Stock, without par value 600,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
O DONNELL JAMES V 150 THORN HILL DRIVE WARRENDALE, PA 15095	X		CEO	

Signatures

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

03/25/2005

__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) Options vests 1/3 per year beginning on the first anniversary of the 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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