

DIAMOND JON P
Form 4
February 09, 2005

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
DIAMOND JON P

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)

3. Date of Earliest Transaction (Month/Day/Year)
02/08/2005

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

1800 MOLER ROAD

(Street)

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

COLUMBUS, OH 43207

(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 Ownership (Instr. 4)
				(A) or (D)	Price		
Common Stock, without par value	02/08/2005		M	A	\$ 6,750 16.4567	D	
Common Stock, without par value	02/08/2005		M	A	\$ 13.5 13,500	D	
Common Stock, without par value	02/08/2005		M	A	\$ 11.375 19,125	D	

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Common Stock, without par value	02/08/2005	M	5,625	A	\$ 9.875	24,750	D	
Common Stock, without par value	02/08/2005	S	6,000	D	\$ 53.79	18,750	D	
Common Stock, without par value	02/08/2005	S	5,000	D	\$ 53.8	13,750	D	
Common Stock, without par value	02/08/2005	S	3,000	D	\$ 53.9	10,750	D	
Common Stock, without par value	02/08/2005	S	5,000	D	\$ 53.95	5,750	D	
Common Stock, without par value	02/08/2005	S	5,750	D	\$ 53.99	0	D	
Common Stock, without par value						1,843,682	I	By Trust <u>(1)</u>

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 Securities (Instr. 3 and 4)
				Code V	(A) (D)		Title

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					Date Exercisable	Expiration Date		Amount or Number of Shares
Stock Option-Right to Buy	\$ 16.4567	02/08/2005	M	6,750	08/03/1999	08/03/2008	Common Stock, without par value	6,750
Stock Option-Right to Buy	\$ 13.5	02/08/2005	M	6,750	11/02/1999	11/02/2008	Common Stock, without par value	6,750
Stock Option-Right to Buy	\$ 11.375	02/08/2005	M	5,625	05/01/2001	05/01/2010	Common Stock, without par value	5,625
Stock Option-Right to Buy	\$ 9.875	02/08/2005	M	5,625	07/31/2001	07/31/2010	Common Stock, without par value	5,625

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
DIAMOND JON P 1800 MOLER ROAD COLUMBUS, OH 43207	X			

Signatures

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

02/08/2005

__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) Shares owned by trusts as to which Mr. Diamond's spouse serves either as trustee or trust advisor of various family trusts. Mr. Diamond disclaims beneficial ownership except to the extent of his pecuniary interest therein.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.