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AMERICAN EAGLE OUTFITTERS INC

Form 4

February 10, 2005

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

3235-0287

0.5

January 31, Expires: 2005

OMB APPROVAL

Estimated average burden hours per

response...

if no longer subject to Section 16. Form 4 or Form 5

obligations

Check this box

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

may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *

DESHE ANN

2. Issuer Name and Ticker or Trading

Symbol

AMERICAN EAGLE **OUTFITTERS INC [AEOS]**

(Check all applicable)

5. Relationship of Reporting Person(s) to

(Last) (First) (Middle)

(State)

3. Date of Earliest Transaction

(Month/Day/Year)

Director 10% Owner Other (specify Officer (give title

1800 MOLER ROAD 02/08/2005

(Zip)

(Street) 4. If Amendment, Date Original

Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

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

Issuer

below)

COLUMBUS, OH 43207

(City)

without par value

								[-,	-5	
1.Title of Security (Instr. 3)		2. Transaction Date (Month/Day/Year)	Execution Date, if any	Code	4. Securities Acquired on(A) or Disposed of (D)			5. Amount of Securities Beneficially	6. Ownership Form: Direct (D) or	Indirect Beneficial	
			(Month/Day/Year)	(Instr. 8)	(Instr. 3, 4 and 5) (A) or		5)	Owned Indirect (I) Following (Instr. 4) Reported Transaction(s) (Instr. 3 and 4)		Ownership (Instr. 4)	
				Code V	Amount	(D)	Price	(IIIsu. 3 and 4)			
	Common Stock, without par value	02/08/2005		S	40,000	D	\$ 54	3,988,560	I	By Trust	
	Common Stock,	02/09/2005		S	12,650	D	\$ 54	3,975,910	I	By Trust	

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)

(1)

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exer	cisable and	7. Titl	le and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	onNumber	Expiration D	ate	Amou	ınt of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	rlying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivativ	e		Secur	ities	(Instr. 5)	Bene
	Derivative				Securities	3		(Instr.	. 3 and 4)		Owne
	Security				Acquired						Follo
					(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
									Amount		
									Amount		
						Date	Expiration	Title	or Number		
						Exercisable	Date				
				Codo V	(A) (D)				of Charas		
				Code V	(A) (D)				Shares		

Reporting Owners

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

Signatures

By: Robert J. Tannous, Attorney-in-Fact 02/10/2005

**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 Mrs. Deshe serves either as trustee or trust advisor of various family trusts. Mrs. Deshe disclaims beneficial ownership except to the extent of her 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.

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