

AMERICAN EAGLE OUTFITTERS INC

Form 4

September 05, 2006

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 *
MCGALLA SUSAN 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)
150 THORN HILL DRIVE
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
09/01/2006

____ Director ____ 10% Owner
____X____ Officer (give title ____ Other (specify
below) below)
P & Chief Mdsing Off-AE Brand

WARRENDALE, PA 15095

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
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	09/01/2006		M	33,332 A	\$ 12.17 55,757	D	
Common Stock, without par value	09/01/2006		M	38,866 A	\$ 7.03 94,623	D	
Common Stock, without par value	09/01/2006		S	7,938 D	\$ 39.65 46,047	D	

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Common Stock, without par value	09/01/2006	S	3,662	D	\$ 39.66	42,385	D
Common Stock, without par value	09/01/2006	S	3,460	D	\$ 39.67	38,925	D
Common Stock, without par value	09/01/2006	S	1,712	D	\$ 39.68	37,213	D
Common Stock, without par value	09/01/2006	S	1,540	D	\$ 39.69	35,673	D
Common Stock, without par value	09/01/2006	M	5,556	A	\$ 7.36	41,229	D
Common Stock, without par value	09/01/2006	S	100	D	\$ 39.43	94,523	D
Common Stock, without par value	09/01/2006	S	300	D	\$ 39.44	94,223	D
Common Stock, without par value	09/01/2006	S	1,400	D	\$ 39.45	92,823	D
Common Stock, without par value	09/01/2006	S	6,247	D	\$ 39.46	86,576	D
Common Stock, without par value	09/01/2006	S	1,600	D	\$ 39.47	84,976	D
Common Stock, without par value	09/01/2006	S	100	D	\$ 39.48	84,876	D
	09/01/2006	S	700	D	\$ 39.5	84,176	D

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Common
Stock,
without par
value

Common
Stock,
without par
value

09/01/2006

S

200

D

\$
39.51

83,976

D

Common
Stock,
without par
value

09/01/2006

S

200

D

\$
39.52

83,776

D

Common
Stock,
without par
value

09/01/2006

S

140

D

\$
39.53

83,636

D

Common
Stock,
without par
value

09/01/2006

S

100

D

\$
39.54

83,536

D

Common
Stock,
without par
value

09/01/2006

S

500

D

\$
39.55

83,036

D

Common
Stock,
without par
value

09/01/2006

S

1,000

D

\$
39.56

82,036

D

Common
Stock,
without par
value

09/01/2006

S

401

D

\$
39.57

81,635

D

Common
Stock,
without par
value

09/01/2006

S

1,345

D

\$
39.58

80,290

D

Common
Stock,
without par
value

09/01/2006

S

6,400

D

\$
39.59

73,890

D

Common
Stock,
without par
value

09/01/2006

S

500

D

\$ 39.6

73,390

D

09/01/2006

S

7,988

D

65,402

D

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Common Stock, without par value					\$ 39.61		
Common Stock, without par value	09/01/2006	S	2,236	D	\$ 39.62	63,166	D
Common Stock, without par value	09/01/2006	S	7,981	D	\$ 39.63	55,185	D
Common Stock, without par value	09/01/2006	S	1,200	D	\$ 39.64	53,985	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	\$ 7.025	09/01/2006		M	38,866	<u>(1)</u> 03/04/2013	Common Stock, without par value 38,866
Stock Option-Right to Buy	\$ 12.1725	09/01/2006		M	33,332	<u>(1)</u> 04/15/2012	Common Stock, without par value 33,332
Stock Option-Right to Buy	\$ 7.36	09/01/2006		M	5,556	<u>(2)</u> 09/04/2012	Common Stock, without par value 5,556

par value

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MCGALLA SUSAN P 150 THORN HILL DRIVE WARRENDALE, PA 15095			P & Chief Mdsing Off-AE Brand	

Signatures

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

09/05/2006

__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) Option vests 1/3 per year beginning on the first anniversary of the date of grant.
- (2) Option vests 20% per year beginning on the first anniversary of date of grant.

Remarks:

This is the first Form 4 to be filed for transactions made on 9/01/06. Multiple Form 4s are being filed due to the 30 transaction

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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