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AMERICAN EAGLE OUTFITTERS INC

Form 4

February 15, 2007

FORM 4

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

OMB Number:

3235-0287

0.5

Check this box if no longer

January 31, Expires: 2005

OMB APPROVAL

subject to Section 16. STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

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Form 4 or Form 5 obligations

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

SECURITIES

30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

may continue.

See Instruction

1. Name and Address of Reporting Person *

2. Issuer Name and Ticker or Trading

5. Relationship of Reporting Person(s) to Issuer

JESSELSON MICHAEL G

Symbol

(Check all applicable)

AMERICAN EAGLE **OUTFITTERS INC [AEOS]**

10% Owner

(Last)

(First) (Middle) 3. Date of Earliest Transaction

_X__ Director Officer (give title Other (specify

JESSELSON CAPITAL CORP., 450 02/14/2007

(Street)

PARK AVENUE

4. If Amendment, Date Original

Applicable Line)

Filed(Month/Day/Year)

(Month/Day/Year)

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

6. Individual or Joint/Group Filing(Check

NEW YORK, NY 10019

(City)	(State)	(Zip) Tab	ole I - Non-	Derivative	Secu	rities Acquii	red, Disposed of,	or Beneficiall	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactic Code (Instr. 8)	omr Dispos (Instr. 3, 4	ed of	` '	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	02/14/2007		S	20,000	D	\$ 31.0228	63,250	I	By Trust
Common Stock, without par value							217,549	D	

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

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SEC 1474 (9-02)

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

2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exer	cisable and	7. Title a	and	8. Price of	9. Nı
Conversion	(Month/Day/Year)	Execution Date, if	TransactionNumber		Expiration Date		Amount	of	Derivative	Deriv
or Exercise		any	Code	of	(Month/Day	/Year)	Underlyi	ing	Security	Secu
Price of		(Month/Day/Year)	(Instr. 8)	Derivativ	e		Securitie	es	(Instr. 5)	Bene
Derivative				Securities	1		(Instr. 3	and 4)		Own
Security				Acquired						Follo
				(A) or						Repo
				Disposed						Tran
				of (D)						(Inst
				(Instr. 3,						
				4, and 5)						
							Δ	mount		
							Or			
					Date	Expiration				
					Exercisable	Date				
			Code V	(A) (D)						
	Conversion or Exercise Price of Derivative	Conversion (Month/Day/Year) or Exercise Price of Derivative	Conversion (Month/Day/Year) Execution Date, if or Exercise any (Month/Day/Year) Derivative	Conversion (Month/Day/Year) Execution Date, if any Code Price of (Month/Day/Year) (Instr. 8) Derivative Security	Conversion or Exercise any Code of Price of Derivative Security Acquired (A) or Disposed of (D) (Instr. 3,	Conversion or Exercise Price of Derivative Security Execution Date, if any Code of (Month/Day/Pear) (Instr. 8) Derivative Security Execution Date, if Code of (Month/Day/Pear) (Instr. 8) Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) Date Exercisable	Conversion (Month/Day/Year) Execution Date, if any (Month/Day/Year) Code of (Month/Day/Year) Price of Derivative Security Securities Security Security Security Security Security Security Securities Security Security Securities Security Securities Security Securities Security Securities	Conversion (Month/Day/Year) Execution Date, if any Code of (Month/Day/Year) Underly Code of (Month/Day/Year) Underly Securities Price of Derivative Securities Security Securities Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) Date Exercisable Date Expiration Date Amount (Month/Day/Year) Underly Securities Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Conversion of Exercise Price of Price of Derivative Security Securities Securitie	Conversion of Exercise of Execution Date, if any any (Month/Day/Year) or Exercise Price of Derivative Security Security Execution Date, if any (Month/Day/Year) of Exercise Price of Code of (Month/Day/Year) (Instr. 8) Derivative Securities Securities (Instr. 3 and 4) Securities (Instr. 3 and 4) Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) Date Expiration Date (Month/Day/Year) Underlying Security (Instr. 5) Derivative Securities (Instr. 3 and 4) Disposed of (D) (Instr. 3, 4, and 5) Amount or Disposed of (D) (Instr. 3, 4, and 5)

Reporting Owners

Relationships Reporting Owner Name / Address

> Director 10% Owner Officer Other

JESSELSON MICHAEL G JESSELSON CAPITAL CORP. 450 PARK AVENUE NEW YORK, NY 10019

X

Signatures

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

02/15/2007

**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).

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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