

MARKFIELD ROGER S

Form 4

February 16, 2007

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

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
burden hours per
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person *
MARKFIELD ROGER S

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)
02/09/2007

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

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)
			Code	V	Amount	(A) or (D)	Price
Common Stock, without par value	02/09/2007		M		100,000	A	\$ 7.2223 313,373
Common Stock, without par value	02/09/2007		S		76,244	D	\$ 32.13 237,129
Common Stock, without par value	02/09/2007		S		23,756	D	\$ 32.14 213,373

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Common Stock, without par value	02/15/2007	S	10,000	D	\$ 31.91	203,373	D
Common Stock, without par value	02/15/2007	S	6,970	D	\$ 31.92	196,403	D
Common Stock, without par value	02/15/2007	S	10,000	D	\$ 31.93	186,403	D
Common Stock, without par value	02/15/2007	S	30,000	D	\$ 31.94	156,403	D
Common Stock, without par value	02/15/2007	S	42,444	D	\$ 32	113,959	D
Common Stock, without par value	02/15/2007	S	10,641	D	\$ 32.01	103,318	D
Common Stock, without par value	02/15/2007	S	900	D	\$ 32.02	102,418	D
Common Stock, without par value	02/15/2007	S	10,800	D	\$ 32.03	91,618	D
Common Stock, without par value	02/15/2007	S	30,000	D	\$ 32.05	61,618	D
Common Stock, without par value	02/15/2007	S	10,000	D	\$ 32.08	51,618	D
Common Stock, without par value	02/15/2007	S	51,468	D	\$ 32.25	150	D

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

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SEC 1474
(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 Security (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount Number of Shares
Stock Option-Right to Buy	\$ 7.2223 (1)	02/09/2007		M	100,000	(2) 08/10/2009	Common Stock, without par value 100

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MARKFIELD ROGER S 150 THORN HILL DRIVE WARRENDALE, PA 15095	X		Vice Chairman	

Signatures

By: Robert J. Tannous,
Attorney-in-Fact 02/16/2007

__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).

(1) Adjusted to reflect 3-for-2 stock split on December 18, 2006.

(2) Option vests 8/10/07 or earlier if performance criteria are met.

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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