

AMERICAN EAGLE OUTFITTERS INC

Form 4

September 14, 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

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
SCHOTTENSTEIN JAY L

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)
1800 MOLER ROAD
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
09/12/2006

☐ Director ☒ 10% Owner
☒ Officer (give title below) ☐ Other (specify below)
Chairman of the Board

COLUMBUS, OH 43207

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 | 09/12/2006 | | S | | 400 | D \$ 42.64 | 5,306,386 | I | By SEI, Inc. |
| Common Stock, without par value | 09/12/2006 | | S | | 200 | D \$ 42.66 | 5,306,186 | I | By SEI, Inc. |
| Common Stock, without par value | 09/12/2006 | | S | | 150 | D \$ 42.67 | 5,306,036 | I | By SEI, Inc. |

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| | | | | | | | | |
|--|------------|---|--------|---|-------------|-----------|---|-----------------|
| Common Stock, without par value | 09/12/2006 | S | 200 | D | \$ 42.68 | 5,305,836 | I | By SEI, Inc. |
| Common Stock, without par value | 09/12/2006 | S | 5,457 | D | \$ 42.7 | 5,300,379 | I | By SEI, Inc. |
| Common Stock, without par value | 09/12/2006 | S | 493 | D | \$ 42.71 | 5,299,886 | I | By SEI, Inc. |
| Common Stock, without par value | 09/12/2006 | S | 1,200 | D | \$ 42.72 | 5,298,686 | I | By SEI, Inc. |
| Common Stock, without par value | 09/12/2006 | S | 200 | D | \$ 42.73 | 5,298,486 | I | By SEI, Inc. |
| Common Stock, without par value | 09/12/2006 | S | 450 | D | \$ 42.74 | 5,298,036 | I | By SEI, Inc. |
| Common Stock, without par value | 09/12/2006 | S | 400 | D | \$ 42.77 | 5,297,636 | I | By SEI, Inc. |
| Common Stock, without par value | 09/12/2006 | S | 14,415 | D | \$ 42 | 4,722,313 | I | By Trust |
| Common Stock, without par value | 09/12/2006 | S | 2,736 | D | \$ 42.03 | 4,719,577 | I | By Trust |
| Common Stock, without par value | 09/12/2006 | S | 36 | D | \$ 42.04 | 4,719,541 | I | By Trust |
| Common Stock, without par value | 09/12/2006 | S | 150 | D | \$ 42.05 | 4,719,391 | I | By Trust |
| | 09/12/2006 | S | 111 | D | | 4,719,280 | I | By Trust |

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| | | | | | | | | | |
|--|------------|---|--------|---|-------------|-----------|---|-------------------------|--|
| Common Stock, without par value | | | | | \$ 42.06 | | | | |
| Common Stock, without par value | 09/12/2006 | S | 186 | D | \$ 42.07 | 4,719,094 | I | By Trust | |
| Common Stock, without par value | 09/12/2006 | S | 36 | D | \$ 42.08 | 4,719,058 | I | By Trust | |
| Common Stock, without par value | 09/12/2006 | S | 14,649 | D | \$ 42.1 | 4,704,409 | I | By Trust | |
| Common Stock, without par value | 09/12/2006 | S | 2,088 | D | \$ 42.13 | 4,702,321 | I | By Trust | |
| Common Stock, without par value | 09/12/2006 | S | 261 | D | \$ 42.14 | 4,702,060 | I | By Trust | |
| Common Stock, without par value | 09/12/2006 | S | 450 | D | \$ 42.15 | 4,701,610 | I | By Trust | |
| Common Stock, without par value | 09/12/2006 | S | 861 | D | \$ 42.16 | 4,700,749 | I | By Trust | |
| Common Stock, without par value | 09/12/2006 | S | 273 | D | \$ 42.17 | 4,700,476 | I | By Trust | |
| Common Stock, without par value | 09/12/2006 | S | 150 | D | \$ 42.18 | 4,700,326 | I | By Trust | |
| Common Stock, without par value | 09/12/2006 | S | 564 | D | \$ 42.19 | 4,699,762 | I | By Trust ⁽¹⁾ | |
| | | | | | | 18,945 | D | | |

Common
Stock,
without
par value

Common
Stock,
without
par value

198

I

By
Custodian
For Child

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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 Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr |
|---|--|---|---|--------------------------------------|--|--|---|---|--|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-----------------------|-------|
| | Director | 10% Owner | Officer | Other |
| SCHOTTENSTEIN JAY L 1800 MOLER ROAD COLUMBUS, OH 43207 | X | X | Chairman of the Board | |

Signatures

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

09/14/2006

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

Remarks:

This is the sixth Form 4 to be filed for transactions made on 9/12/06. 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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