

AMERICAN EAGLE OUTFITTERS INC  
 Form 4  
 September 25, 2006

**FORM 4** UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
 Washington, D.C. 20549

OMB APPROVAL

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**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

(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)  
 09/22/2006

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

COLUMBUS, OH 43207  
 (City) (State) (Zip)

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

**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 | 09/22/2006                           |  | M                              |   | 331   | A  | \$ 2.97   | 19,276    | D |              |
| Common Stock, without par value | 09/22/2006                           |  | S                              |   | 331   | D  | \$ 44.02  | 18,945    | D |              |
| Common Stock, without par value | 09/22/2006                           |  | S                              |   | 1,326   | D  | \$ 44.02  | 5,075,689 | I | By SEI, Inc. |

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|  |            |   |     |   |             |           |   |                              |
|--|------------|---|-----|---|-------------|-----------|---|------------------------------|
| Common<br>Stock,<br>without par<br>value | 09/22/2006 | S | 993 | D | \$<br>44.02 | 4,195,264 | I | By Trust <sup>(1)</sup>      |
| Common<br>Stock,<br>without par<br>value |            |   |     |   |             | 198       | I | By<br>Custodian<br>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.**

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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<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number<br>of<br>Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed<br>of (D)<br>(Instr. 3, 4,<br>and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) | Amount<br>or<br>Number<br>of<br>Shares   |     |
|---|--|---|---|--------------------------------------|--|--|---|--|-----|
|   |  |   |   | Code                                 | V (A) (D)  | Date<br>Exercisable  | Expiration<br>Date  | Title                                    |     |
| Stock<br>Option-Right<br>to Buy                     | \$ 2.9723  | 09/22/2006                              |   | M                                    | 331  | <sup>(2)</sup>   | 02/23/2008  | Common<br>Stock,<br>without<br>par value | 331 |

## Reporting Owners

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

## Signatures

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

09/25/2006

\_\_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.
- (2) Option vests 20% per year beginning on the first anniversary of date of grant.

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.