

AMERICAN EAGLE OUTFITTERS INC

Form 4

May 20, 2005

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 *
CLIFTON DALE E

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)
05/19/2005

____ Director ____ 10% Owner
X Officer (give title ____ Other (specify
below) below)
VP, Controller, CAO

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)
			Code	V	Amount	(A) or (D)	Price		
Common Stock, without par value	05/19/2005		M		30,000	A	\$ 12.1725 <u>(1)</u>	49,280	D
Common Stock, without par value	05/19/2005		M		13,334	A	\$ 7.025 <u>(1)</u>	62,614	D
Common Stock, without par value	05/19/2005		M		20,000	A	\$ 18.05 <u>(1)</u>	82,614	D

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Common Stock, without par value	05/19/2005	S	7,300	D	\$ 27.5	75,314	D
Common Stock, without par value	05/19/2005	S	4,000	D	\$ 27.51	71,314	D
Common Stock, without par value	05/19/2005	S	400	D	\$ 27.52	70,914	D
Common Stock, without par value	05/19/2005	S	1,700	D	\$ 27.53	69,214	D
Common Stock, without par value	05/19/2005	S	1,368	D	\$ 27.54	67,846	D
Common Stock, without par value	05/19/2005	S	1,432	D	\$ 27.55	66,414	D
Common Stock, without par value	05/19/2005	S	8,634	D	\$ 27.3	57,780	D
Common Stock, without par value	05/19/2005	S	9,500	D	\$ 27.28	48,280	D
Common Stock, without par value	05/19/2005	S	5,200	D	\$ 27.27	43,080	D
Common Stock, without par value	05/19/2005	S	1,000	D	\$ 27.26	42,080	D
Common Stock, without par value	05/19/2005	S	39,000	D	\$ 27.25	3,080	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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(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 ⁽¹⁾	05/19/2005		M	13,334	⁽²⁾ 03/04/2013	Common Stock, without par value 13,334
Stock Option-Right to Buy	\$ 18.05 ⁽¹⁾	05/19/2005		M	20,000	⁽³⁾ 04/10/2011	Common Stock, without par value 20,000
Stock Option-Right to Buy	\$ 12.1725 ⁽¹⁾	05/19/2005		M	30,000	⁽²⁾ 04/15/2012	Common Stock, without par value 30,000

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
CLIFTON DALE E 150 THORN HILL DRIVE WARRENDALE, PA 15095	VP, Controller, CAO

Signatures

By: Robert J. Tannous,
Attorney-in-Fact 05/20/2005

____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 2-for-1 stock split on March 7, 2005.

(2) Options vests 1/3 per year beginning on the first anniversary of the date of grant.

(3) 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.

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