

AMERICAN EAGLE OUTFITTERS INC

Form 4

March 07, 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

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(Print or Type Responses)

1. Name and Address of Reporting Person *
Parodi Dennis R

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)
03/03/2006

____ Director ____ 10% Owner
____X____ Officer (give title ____ Other (specify
below) below)
EVP

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 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	03/03/2006		M		16,667	A	\$ 7.025
							21,775
							D
Common Stock, without par value	03/03/2006		S		15,448	D	\$ 28.27
							6,327
							D
Common Stock, without par value	03/03/2006		S		1,219	D	\$ 28.28
							5,108
							D

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Common Stock, without par value	03/06/2006	M	16,666	A	\$ 7.025	21,774	D
Common Stock, without par value	03/06/2006	S	16	D	\$ 28.11	21,758	D
Common Stock, without par value	03/06/2006	S	150	D	\$ 28.15	21,608	D
Common Stock, without par value	03/06/2006	S	600	D	\$ 28.16	21,008	D
Common Stock, without par value	03/06/2006	S	500	D	\$ 28.17	20,508	D
Common Stock, without par value	03/06/2006	S	600	D	\$ 28.18	19,908	D
Common Stock, without par value	03/06/2006	S	600	D	\$ 28.21	19,308	D
Common Stock, without par value	03/06/2006	S	1,100	D	\$ 28.22	18,208	D
Common Stock, without par value	03/06/2006	S	2,900	D	\$ 28.23	15,308	D
Common Stock, without par value	03/06/2006	S	3,200	D	\$ 28.24	12,108	D
Common Stock, without par value	03/06/2006	S	3,300	D	\$ 28.25	8,808	D
	03/06/2006	S	900	D		7,908	D

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Common Stock, without par value					\$ 28.27			
Common Stock, without par value	03/06/2006		S	2,800	D	\$ 28.28	5,108	D
Common Stock, without par value							3,033	I By 401(k)
Common Stock, without par value							1,427	I By Trust

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. Amount or Number of Shares
Stock Option - Right to Buy	\$ 7.025	03/03/2006		M	16,667	<u>(1)</u> 03/04/2013	Common Stock, without par value	16,667
Stock Option - Right to Buy	\$ 7.025	03/06/2006		M	16,666	<u>(1)</u> 03/04/2013	Common Stock, without par value	16,666

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Parodi Dennis R 150 THORN HILL DRIVE WARRENDALE, PA 15095			EVP	

Signatures

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

03/06/2006

__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) Option vests 1/3 per year beginning on the first anniversary of the 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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