

AMERICAN EAGLE OUTFITTERS INC

Form 4

August 21, 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  
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2005  
Estimated average  
burden hours per  
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Nealz LeAnn M

(Last) (First) (Middle)

AMERICAN EAGLE  
OUTFITTERS, INC., 401 5TH  
AVE.

(Street)

NEW YORK, NY 10016

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading  
Symbol  
AMERICAN EAGLE  
OUTFITTERS INC [AEOS]

3. Date of Earliest Transaction  
(Month/Day/Year)  
08/18/2006

4. If Amendment, Date Original  
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_ 10% Owner  
\_\_\_\_X\_\_\_\_ Officer (give title \_\_\_\_ Other (specify  
below) below)  
EVP/Chief Design Officer

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
\_\_\_\_X\_\_\_\_ 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	08/18/2006		M		100,000	A	\$ 14.438
Common Stock, without par value	08/18/2006		S		10,000	D	\$ 37.62
Common Stock,	08/18/2006		S		25,000	D	\$ 37.64

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without  
par value

Common  
Stock,  
without  
par value

08/18/2006

S

15,000

D

\$ 37.63

80,000

D

Common  
Stock,  
without  
par value

08/18/2006

S

15,000

D

\$ 37.61

65,000

D

Common  
Stock,  
without  
par value

08/18/2006

S

10,000

D

\$ 37.55

55,000

D

Common  
Stock,  
without  
par value

08/18/2006

S

25,000

D

\$ 37.5

30,000

D

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 Underlying Security (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
Stock Option-Right to Buy	\$ 14.438	08/18/2006		M		100,000		<u>(1)</u>	06/01/2014	Common Stock, without par value	100

## Reporting Owners

Reporting Owner Name / Address

Relationships

Director

10% Owner

Officer

Other

Reporting Owners

Nealz LeAnn M  
AMERICAN EAGLE OUTFITTERS, INC.  
401 5TH AVE.  
NEW YORK, NY 10016

EVP/Chief Design Officer

## Signatures

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

08/21/2006

\_\_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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