

AMERICAN EAGLE OUTFITTERS INC  
 Form 4  
 September 05, 2006

**FORM 4**

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

OMB APPROVAL

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

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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**MARKFIELD ROGER S**

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)  
**09/01/2006**

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
 Vice Chairman

**WARRENDALE, PA 15095**

(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 Ownership (Instr. 4)
			Code	V	Amount	Price	
Common Stock, without par value	09/01/2006		S		41,000	D \$ 39.7	151,249 D
Common Stock, without par value	09/01/2006		S		2,000	D \$ 39.71	149,249 D
Common Stock, without par value	09/01/2006		S		1,000	D \$ 39.73	148,249 D

Edgar Filing: AMERICAN EAGLE OUTFITTERS INC - Form 4

Common Stock, without par value	09/01/2006	S	6,000	D	\$ 39.74	142,249	D
Common Stock, without par value	09/01/2006	S	3,000	D	\$ 39.75	139,249	D
Common Stock, without par value	09/01/2006	S	1,000	D	\$ 39.76	138,249	D
Common Stock, without par value	09/01/2006	S	1,000	D	\$ 39.77	137,249	D
Common Stock, without par value	09/01/2006	S	600	D	\$ 39.78	136,649	D
Common Stock, without par value	09/01/2006	S	3,000	D	\$ 39.8	133,649	D
Common Stock, without par value	09/01/2006	S	1,000	D	\$ 39.83	132,649	D
Common Stock, without par value	09/01/2006	S	1,000	D	\$ 39.84	131,649	D
Common Stock, without par value	09/01/2006	S	3,000	D	\$ 39.87	128,649	D
Common Stock, without par value	09/01/2006	S	2,000	D	\$ 39.88	126,649	D
Common Stock, without par value	09/01/2006	S	1,000	D	\$ 39.89	125,649	D
	09/01/2006	S	2,000	D		123,649	D

Edgar Filing: AMERICAN EAGLE OUTFITTERS INC - Form 4

Common Stock, without par value					\$ 39.91		
Common Stock, without par value	09/01/2006	S	2,000	D	\$ 39.97	121,649	D
Common Stock, without par value	09/01/2006	S	4,400	D	\$ 40	117,249	D
Common Stock, without par value	09/01/2006	S	1,000	D	\$ 40.01	116,249	D
Common Stock, without par value	09/01/2006	S	2,000	D	\$ 40.02	114,249	D
Common Stock, without par value	09/01/2006	S	1,000	D	\$ 40.03	113,249	D
Common Stock, without par value	09/01/2006	S	1,000	D	\$ 40.08	112,249	D
Common Stock, without par value	09/01/2006	M	100,000	A	\$ 7.03	212,249	D
Common Stock, without par value	09/01/2006	S	60,000	D	\$ 39.65	152,249	D
Common Stock, without par value	09/01/2006	S	10,000	D	\$ 39.68	142,249	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)

Edgar Filing: AMERICAN EAGLE OUTFITTERS INC - Form 4

**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	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	09/01/2006		M	100,000	(1) 03/04/2013	Common Stock, without par value 100,000

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MARKFIELD ROGER S 150 THORN HILL DRIVE WARRENDALE, PA 15095	X		Vice Chairman	

## Signatures

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

09/05/2006

\_\_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. 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.