

AMERICAN EAGLE OUTFITTERS INC

Form 4

September 22, 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 *

HOFFMAN GERALDINE SCHOTTENSTEIN

(Last) (First) (Middle)

1800 MOLER ROAD

(Street)

COLUMBUS, OH 43207

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol

AMERICAN EAGLE OUTFITTERS INC [AEOS]

3. Date of Earliest Transaction (Month/Day/Year)
09/20/2006

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

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 | 09/20/2006 | | S | | 38,046 | D | \$ 44.3 | 11,542,868 | I | By Trust |
| Common Stock, without par value | 09/20/2006 | | S | | 564 | D | \$ 44.31 | 11,542,304 | I | By Trust |
| Common Stock, without par value | 09/20/2006 | | S | | 66,744 | D | \$ 44.32 | 11,475,560 | I | By Trust |

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| | | | | | | | | |
|---------------------------------|------------|---|--------|---|----------|------------|---|----------|
| Common Stock, without par value | 09/20/2006 | S | 35,004 | D | \$ 44.33 | 11,440,556 | I | By Trust |
| Common Stock, without par value | 09/20/2006 | S | 246 | D | \$ 44.34 | 11,440,310 | I | By Trust |
| Common Stock, without par value | 09/20/2006 | S | 36 | D | \$ 44.36 | 11,440,274 | I | By Trust |
| Common Stock, without par value | 09/20/2006 | S | 9,399 | D | \$ 44.37 | 11,430,875 | I | By Trust |
| Common Stock, without par value | 09/20/2006 | S | 336 | D | \$ 44.39 | 11,430,539 | I | By Trust |
| Common Stock, without par value | 09/21/2006 | S | 1,050 | D | \$ 43.6 | 11,429,489 | I | By Trust |
| Common Stock, without par value | 09/21/2006 | S | 36 | D | \$ 43.85 | 11,429,453 | I | By Trust |
| Common Stock, without par value | 09/21/2006 | S | 378 | D | \$ 43.86 | 11,429,075 | I | By Trust |
| Common Stock, without par value | 09/21/2006 | S | 411 | D | \$ 43.87 | 11,428,664 | I | By Trust |
| Common Stock, without par value | 09/21/2006 | S | 789 | D | \$ 43.9 | 11,427,875 | I | By Trust |
| Common Stock, without par value | 09/21/2006 | S | 525 | D | \$ 43.91 | 11,427,350 | I | By Trust |
| | 09/21/2006 | S | 1,239 | D | | 11,426,111 | I | By Trust |

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| | | | | | | | | |
|---------------------------------|------------|---|-------|---|----------|------------|---|------------------------|
| Common Stock, without par value | | | | | \$ 43.92 | | | |
| Common Stock, without par value | 09/21/2006 | S | 75 | D | \$ 43.93 | 11,426,036 | I | By Trust |
| Common Stock, without par value | 09/21/2006 | S | 39 | D | \$ 43.94 | 11,425,997 | I | By Trust |
| Common Stock, without par value | 09/21/2006 | S | 114 | D | \$ 43.95 | 11,425,883 | I | By Trust |
| Common Stock, without par value | 09/21/2006 | S | 186 | D | \$ 43.97 | 11,425,697 | I | By Trust |
| Common Stock, without par value | 09/21/2006 | S | 294 | D | \$ 43.98 | 11,425,403 | I | By Trust |
| Common Stock, without par value | 09/21/2006 | S | 339 | D | \$ 43.99 | 11,425,064 | I | By Trust |
| Common Stock, without par value | 09/21/2006 | S | 78 | D | \$ 44 | 11,424,986 | I | By Trust |
| Common Stock, without par value | 09/21/2006 | S | 9,207 | D | \$ 44.02 | 11,415,779 | I | By Trust |
| Common Stock, without par value | 09/21/2006 | S | 300 | D | \$ 44.03 | 11,415,479 | I | By Trust |
| Common Stock, without par value | 09/21/2006 | S | 36 | D | \$ 44.04 | 11,415,443 | I | By Trust <u>(1)</u> |

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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. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Owned Following Transaction (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

HOFFMAN GERALDINE SCHOTTENSTEIN
1800 MOLER ROAD
COLUMBUS, OH 43207

X

Signatures

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

09/22/2006

__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 Mrs. Hoffman serves either as trustee or trust advisor of various family trusts. Mrs. Hoffman disclaims beneficial ownership except to the extent of her pecuniary interest therein.

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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