

O DONNELL JAMES V
Form 4
July 15, 2005

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 *
O DONNELL JAMES V

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)
07/15/2005

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

WARRENDALE, PA 15095

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

(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 Ownership (Instr. 4) | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|---|
| | | | | (A) or (D) | Price | | | |
| Common Stock, without par value | 07/15/2005 | | S ⁽¹⁾ | 293 | D | \$ 32.29 | 768,358 | D |
| Common Stock, without par value | 07/15/2005 | | S ⁽¹⁾ | 591 | D | \$ 32.3 | 767,767 | D |
| Common Stock, without par value | 07/15/2005 | | S ⁽¹⁾ | 3,800 | D | \$ 32.31 | 763,967 | D |

Edgar Filing: O DONNELL JAMES V - Form 4

| | | | | | | | |
|---------------------------------|------------|------------------------|--------|---|----------|---------|---|
| Common Stock, without par value | 07/15/2005 | <u>S⁽¹⁾</u> | 100 | D | \$ 32.33 | 763,867 | D |
| Common Stock, without par value | 07/15/2005 | <u>S⁽¹⁾</u> | 100 | D | \$ 32.34 | 763,767 | D |
| Common Stock, without par value | 07/15/2005 | <u>S⁽¹⁾</u> | 1,900 | D | \$ 32.35 | 761,867 | D |
| Common Stock, without par value | 07/15/2005 | <u>S⁽¹⁾</u> | 3,995 | D | \$ 32.38 | 757,872 | D |
| Common Stock, without par value | 07/15/2005 | <u>S⁽¹⁾</u> | 5,005 | D | \$ 32.4 | 752,867 | D |
| Common Stock, without par value | 07/15/2005 | <u>S⁽¹⁾</u> | 1,949 | D | \$ 32.41 | 750,918 | D |
| Common Stock, without par value | 07/15/2005 | <u>S⁽¹⁾</u> | 600 | D | \$ 32.63 | 750,318 | D |
| Common Stock, without par value | 07/15/2005 | <u>S⁽¹⁾</u> | 10,500 | D | \$ 32.44 | 739,818 | D |
| Common Stock, without par value | 07/15/2005 | <u>S⁽¹⁾</u> | 1,567 | D | \$ 32.45 | 738,251 | 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)

Edgar Filing: O DONNELL JAMES V - Form 4

| 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. Nu Deriv Secur Bene Own Follo Repo Trans (Instr |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| O DONNELL JAMES V 150 THORN HILL DRIVE WARRENDALE, PA 15095 | X | | CEO | |

Signatures

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

07/15/2005

__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) The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on April 14, 2005.

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.