

AMERICAN EAGLE OUTFITTERS INC
 Form 4
 March 07, 2006

FORM 4

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

OMB APPROVAL

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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 *
 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)

3. Date of Earliest Transaction (Month/Day/Year)
 03/03/2006

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

150 THORN HILL DRIVE

(Street)

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

WARRENDALE, PA 15095

(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) | (A) or (D) | 5. Amount or Price | 6. Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 7. Nature of Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|------------|--------------------|---|-----------------------------------|
| 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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