

AMERICAN EAGLE OUTFITTERS INC

Form 4

September 06, 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

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(Print or Type Responses)

1. Name and Address of Reporting Person *
DIAMOND SUSAN

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)

1800 MOLER ROAD

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
09/05/2006

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

COLUMBUS, OH 43207

(City) (State) (Zip)

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

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	09/05/2006		S		2,300	D	\$ 40.08	3,305,064	I	By Trust <u>(1)</u>
Common Stock, without par value	09/05/2006		S		22,114	D	\$ 40.09	3,282,950	I	By Trust <u>(1)</u>
Common Stock, without par value	09/05/2006		S		9,587	D	\$ 40.1	3,273,363	I	By Trust <u>(1)</u>

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Common Stock, without par value	09/05/2006	S	2,100	D	\$ 40.11	3,271,263	I	By Trust <u>(1)</u>
Common Stock, without par value	09/05/2006	S	7,667	D	\$ 40.12	3,263,596	I	By Trust <u>(1)</u>
Common Stock, without par value	09/05/2006	S	15,200	D	\$ 40.13	3,248,396	I	By Trust <u>(1)</u>
Common Stock, without par value	09/05/2006	S	1,400	D	\$ 40.14	3,246,996	I	By Trust <u>(1)</u>
Common Stock, without par value	09/05/2006	S	37,618	D	\$ 40.15	3,209,378	I	By Trust <u>(1)</u>
Common Stock, without par value	09/05/2006	S	1,114	D	\$ 40.16	3,208,264	I	By Trust <u>(1)</u>
Common Stock, without par value	09/05/2006	S	800	D	\$ 40.17	3,207,464	I	By Trust <u>(1)</u>
Common Stock, without par value	09/05/2006	S	45,100	D	\$ 40.18	3,162,364	I	By Trust <u>(1)</u>
Common Stock, without par value	09/05/2006	S	55,000	D	\$ 40.2	3,107,364	I	By Trust <u>(1)</u>
Common Stock, without par value						30,879	I	By Spouse

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474
(9-02)

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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. Nu Deriv Secur Bene Own Follo Repo Trans (Instr
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
DIAMOND SUSAN 1800 MOLER ROAD COLUMBUS, OH 43207	X

Signatures

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

09/06/2006

__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) Shares owned by trusts as to which Mrs. Diamond serves either as trustee or trust advisor of various family trusts. Mrs. Diamond 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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