

AMERICAN EAGLE OUTFITTERS INC
 Form 4
 May 18, 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 *
KERIN JOSEPH E

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)
05/17/2006

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
EVP & Dir. of Store Operations

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: Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | Code | V | Amount or Price | | |
| Common Stock, without par value | 05/17/2006 | | M | | \$ 7.8854 47,700 A | 83,227 D | |
| Common Stock, without par value | 05/17/2006 | | M | | \$ 7.025 46,666 A | 129,893 D | |
| Common Stock, without par value | 05/17/2006 | | S | | \$ 32.12 4,000 D | 125,893 D | |

Edgar Filing: AMERICAN EAGLE OUTFITTERS INC - Form 4

| | | | | | | | |
|---------------------------------|------------|---|--------|---|----------|---------|---|
| Common Stock, without par value | 05/17/2006 | S | 4,000 | D | \$ 32.26 | 121,893 | D |
| Common Stock, without par value | 05/17/2006 | S | 4,000 | D | \$ 32.39 | 117,893 | D |
| Common Stock, without par value | 05/17/2006 | S | 27,700 | D | \$ 32.4 | 90,193 | D |
| Common Stock, without par value | 05/17/2006 | S | 4,000 | D | \$ 32.45 | 86,193 | D |
| Common Stock, without par value | 05/17/2006 | S | 4,000 | D | \$ 32.48 | 82,193 | D |
| Common Stock, without par value | 05/17/2006 | S | 4,000 | D | \$ 32.51 | 78,193 | D |
| Common Stock, without par value | 05/17/2006 | S | 4,000 | D | \$ 32.63 | 74,193 | D |
| Common Stock, without par value | 05/17/2006 | S | 6,666 | D | \$ 32.64 | 67,527 | D |
| Common Stock, without par value | 05/17/2006 | S | 4,000 | D | \$ 32.65 | 63,527 | D |
| Common Stock, without par value | 05/17/2006 | S | 4,000 | D | \$ 32.78 | 59,527 | D |
| Common Stock, without par value | 05/17/2006 | S | 4,000 | D | \$ 32.88 | 55,527 | D |
| | 05/17/2006 | S | 20,000 | D | \$ 32.9 | 35,527 | D |

Common
Stock,
without
par value

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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| Stock Option - Right to Buy | \$ 7.025 | 05/17/2006 | | M | 46,666 | (1) 03/04/2013 | Common Stock, without par value 46,666 |
| Stock Option-Right to Buy | \$ 7.8854 | 05/17/2006 | | M | 47,700 | (2) 04/17/2011 | Common Stock, without par value 47,700 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|--------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| KERIN JOSEPH E 150 THORN HILL DRIVE WARRENDALE, PA 15095 | | | EVP & Dir. of Store Operations | |

Signatures

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

05/18/2006

__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.

(2) Option vests 8/10/07 or earlier if performance criteria are met.

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.