

AMERICAN EAGLE OUTFITTERS INC

Form 4

September 05, 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 \*  
MCGALLA SUSAN P

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)  
09/01/2006

\_\_\_\_ Director  
 Officer (give title below) \_\_\_\_\_ 10% Owner  
\_\_\_\_\_ Other (specify below)  
P & Chief Mdsing Off-AE Brand

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 (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock, without par value	09/01/2006		M		33,332	A	\$ 12.17
Common Stock, without par value	09/01/2006		M		38,866	A	\$ 7.03
Common Stock, without par value	09/01/2006		S		7,938	D	\$ 39.65

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Common Stock, without par value	09/01/2006	S	3,662	D	\$ 39.66	42,385	D
Common Stock, without par value	09/01/2006	S	3,460	D	\$ 39.67	38,925	D
Common Stock, without par value	09/01/2006	S	1,712	D	\$ 39.68	37,213	D
Common Stock, without par value	09/01/2006	S	1,540	D	\$ 39.69	35,673	D
Common Stock, without par value	09/01/2006	M	5,556	A	\$ 7.36	41,229	D
Common Stock, without par value	09/01/2006	S	100	D	\$ 39.43	94,523	D
Common Stock, without par value	09/01/2006	S	300	D	\$ 39.44	94,223	D
Common Stock, without par value	09/01/2006	S	1,400	D	\$ 39.45	92,823	D
Common Stock, without par value	09/01/2006	S	6,247	D	\$ 39.46	86,576	D
Common Stock, without par value	09/01/2006	S	1,600	D	\$ 39.47	84,976	D
Common Stock, without par value	09/01/2006	S	100	D	\$ 39.48	84,876	D
	09/01/2006	S	700	D	\$ 39.5	84,176	D

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Common Stock, without par value							
Common Stock, without par value	09/01/2006	S	200	D	\$ 39.51	83,976	D
Common Stock, without par value	09/01/2006	S	200	D	\$ 39.52	83,776	D
Common Stock, without par value	09/01/2006	S	140	D	\$ 39.53	83,636	D
Common Stock, without par value	09/01/2006	S	100	D	\$ 39.54	83,536	D
Common Stock, without par value	09/01/2006	S	500	D	\$ 39.55	83,036	D
Common Stock, without par value	09/01/2006	S	1,000	D	\$ 39.56	82,036	D
Common Stock, without par value	09/01/2006	S	401	D	\$ 39.57	81,635	D
Common Stock, without par value	09/01/2006	S	1,345	D	\$ 39.58	80,290	D
Common Stock, without par value	09/01/2006	S	6,400	D	\$ 39.59	73,890	D
Common Stock, without par value	09/01/2006	S	500	D	\$ 39.6	73,390	D
	09/01/2006	S	7,988	D		65,402	D

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Common Stock, without par value					\$ 39.61		
Common Stock, without par value	09/01/2006	S	2,236	D	\$ 39.62	63,166	D
Common Stock, without par value	09/01/2006	S	7,981	D	\$ 39.63	55,185	D
Common Stock, without par value	09/01/2006	S	1,200	D	\$ 39.64	53,985	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.**

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(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)	
				Code	V (A) (D)	Date Exercisable Expiration Date	Title	Amount or Number of Shares
Stock Option - Right to Buy	\$ 7.025	09/01/2006		M	38,866	<u>(1)</u> 03/04/2013	Common Stock, without par value	38,866
Stock Option-Right to Buy	\$ 12.1725	09/01/2006		M	33,332	<u>(1)</u> 04/15/2012	Common Stock, without par value	33,332
Stock Option-Right to Buy	\$ 7.36	09/01/2006		M	5,556	<u>(2)</u> 09/04/2012	Common Stock, without par value	5,556

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MCGALLA SUSAN P 150 THORN HILL DRIVE WARRENDALE, PA 15095			P & Chief Mdsing Off-AE Brand	

## Signatures

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

09/05/2006

\_\_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 20% per year beginning on the first anniversary of date of grant.

### Remarks:

This is the first Form 4 to be filed for transactions made on 9/01/06. Multiple Form 4s are being filed due to the 30 transaction

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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