

AMERICAN EAGLE OUTFITTERS INC
 Form 4
 September 22, 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 *
 SCHOTTENSTEIN JAY L

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)
 09/21/2006

Director 10% Owner
 Officer (give title below) Other (specify below)
 Chairman of the Board

COLUMBUS, OH 43207

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 Indirect Beneficial Ownership (Instr. 4) | | | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|-----------|---|--------------|
| | | | Code | V | Amount | (A) or (D) | Price | | | |
| Common Stock, without par value | 09/21/2006 | | S | | 1,400 | D | \$ 43.6 | 5,095,736 | I | By SEI, Inc. |
| Common Stock, without par value | 09/21/2006 | | S | | 50 | D | \$ 43.85 | 5,095,686 | I | By SEI, Inc. |
| Common Stock, without par value | 09/21/2006 | | S | | 506 | D | \$ 43.86 | 5,095,180 | I | By SEI, Inc. |

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| | | | | | | | | |
|---------------------------------|------------|---|--------|---|----------|-----------|---|--------------|
| Common Stock, without par value | 09/21/2006 | S | 545 | D | \$ 43.87 | 5,094,635 | I | By SEI, Inc. |
| Common Stock, without par value | 09/21/2006 | S | 1,050 | D | \$ 43.9 | 5,093,585 | I | By SEI, Inc. |
| Common Stock, without par value | 09/21/2006 | S | 700 | D | \$ 43.91 | 5,092,885 | I | By SEI, Inc. |
| Common Stock, without par value | 09/21/2006 | S | 1,650 | D | \$ 43.92 | 5,091,235 | I | By SEI, Inc. |
| Common Stock, without par value | 09/21/2006 | S | 100 | D | \$ 43.93 | 5,091,135 | I | By SEI, Inc. |
| Common Stock, without par value | 09/21/2006 | S | 50 | D | \$ 43.94 | 5,091,085 | I | By SEI, Inc. |
| Common Stock, without par value | 09/21/2006 | S | 150 | D | \$ 43.95 | 5,090,935 | I | By SEI, Inc. |
| Common Stock, without par value | 09/21/2006 | S | 250 | D | \$ 43.97 | 5,090,685 | I | By SEI, Inc. |
| Common Stock, without par value | 09/21/2006 | S | 393 | D | \$ 43.98 | 5,090,292 | I | By SEI, Inc. |
| Common Stock, without par value | 09/21/2006 | S | 450 | D | \$ 43.99 | 5,089,842 | I | By SEI, Inc. |
| Common Stock, without par value | 09/21/2006 | S | 107 | D | \$ 44 | 5,089,735 | I | By SEI, Inc. |
| | 09/21/2006 | S | 12,275 | D | | 5,077,460 | I | |

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|---------------------------------|------------|---|-------|---|----------|-----------|---|--|-------------------------|
| Common Stock, without par value | | | | | \$ 44.02 | | | | By SEI, Inc. |
| Common Stock, without par value | 09/21/2006 | S | 400 | D | \$ 44.03 | 5,077,060 | I | | By SEI, Inc. |
| Common Stock, without par value | 09/21/2006 | S | 45 | D | \$ 44.04 | 5,077,015 | I | | By SEI, Inc. |
| Common Stock, without par value | 09/21/2006 | S | 186 | D | \$ 43.97 | 4,206,511 | I | | By Trust |
| Common Stock, without par value | 09/21/2006 | S | 294 | D | \$ 43.98 | 4,206,217 | I | | By Trust |
| Common Stock, without par value | 09/21/2006 | S | 339 | D | \$ 43.99 | 4,205,878 | I | | By Trust |
| Common Stock, without par value | 09/21/2006 | S | 78 | D | \$ 44 | 4,205,800 | I | | By Trust |
| Common Stock, without par value | 09/21/2006 | S | 9,207 | D | \$ 44.02 | 4,196,593 | I | | By Trust |
| Common Stock, without par value | 09/21/2006 | S | 300 | D | \$ 44.03 | 4,196,293 | I | | By Trust |
| Common Stock, without par value | 09/21/2006 | S | 36 | D | \$ 44.04 | 4,196,257 | I | | By Trust ⁽¹⁾ |
| Common Stock, without par value | | | | | | 18,945 | D | | |
| | | | | | | 198 | I | | |

Remarks:

This is the second Form 4 to be filed for transactions made on 9/21/06. Multiple Form 4s are being filed due to the 30 transacti

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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