

DIAMOND JON P
Form 4
March 17, 2005

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 *
DIAMOND JON 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)

3. Date of Earliest Transaction (Month/Day/Year)
03/16/2005

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

1800 MOLER ROAD

(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

COLUMBUS, OH 43207

(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 Ownership (Instr. 4)
				(A) or (D)			
			Code	V	Amount	(D)	Price
Common Stock, without par value					3,307,364	I	By Trust (2)
Common Stock, without par value	03/16/2005		M		7,500 (1)	A	\$ 7.4055 (1)
Common Stock, without par value	03/16/2005		M		7,500 (1)	A	\$ 12.03 (1)

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Common Stock, without par value	03/16/2005	M	<u>7,500</u> (1)	A	\$ <u>12.2725</u> (1)	22,500	D
Common Stock, without par value	03/16/2005	M	<u>7,500</u> (1)	A	\$ <u>15.03</u> (1)	30,000	D
Common Stock, without par value	03/16/2005	M	<u>7,500</u> (1)	A	\$ <u>16.21</u> (1)	37,500	D
Common Stock, without par value	03/16/2005	M	<u>7,500</u> (1)	A	\$ <u>19.3175</u> (1)	45,000	D
Common Stock, without par value	03/16/2005	M	<u>11,250</u> (1)	A	\$ <u>18.5209</u> (1)	56,250	D
Common Stock, without par value	03/16/2005	M	<u>11,250</u> (1)	A	\$ <u>11.105</u> (1)	67,500	D
Common Stock, without par value	03/16/2005	M	<u>11,250</u> (1)	A	\$ <u>11.73</u> (1)	78,750	D
Common Stock, without par value	03/16/2005	M	<u>11,250</u> (1)	A	\$ <u>14.7084</u> (1)	90,000	D
Common Stock, without par value	03/16/2005	M	<u>11,250</u> (1)	A	\$ <u>12.52</u> (1)	101,250	D
Common Stock, without par value	03/16/2005	M	<u>11,250</u> (1)	A	\$ <u>12.46</u> (1)	112,500	D
Common Stock, without par value	03/16/2005	M	<u>13,500</u> (1)	A	\$ <u>11.395</u> (1)	126,000	D
	03/16/2005	M		A		133,500	D

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Common Stock, without par value			7,500 <u>(1)</u>		\$ 8.5775 <u>(1)</u>		
Common Stock, without par value	03/16/2005	M	7,500 <u>(1)</u>	A	\$ 8.4125 <u>(1)</u>	141,000	D
Common Stock, without par value	03/16/2005	M	3,750 <u>(1)</u>	A	\$ 11.0075 <u>(1)</u>	144,750	D
Common Stock, without par value	03/16/2005	M	3,750 <u>(1)</u>	A	\$ 7.7025 <u>(1)</u>	148,500	D
Common Stock, without par value	03/16/2005	M	3,750 <u>(1)</u>	A	\$ 9.55 <u>(1)</u>	152,250	D
Common Stock, without par value	03/16/2005	M	7,500 <u>(1)</u>	A	\$ 7.9125 <u>(1)</u>	159,750	D

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

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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 Security (Instr. 3 and 4)	8. Amount or Number of Shares
Stock Option-Right to Buy	\$ 11.395 <u>(1)</u>	03/16/2005		M	13,500 <u>(1)</u>	Date Exercisable: 02/01/2000 Expiration Date: 02/01/2009	Common Stock, without	13,500 <u>(1)</u>

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Stock Option-Right to Buy	\$ <u>12.46</u> ₍₁₎	03/16/2005	M	11,250 <u>(1)</u>	05/03/2000	05/03/2009	Common Stock, without par value	11,250 <u>(1)</u>
Stock Option-Right to Buy	\$ <u>12.52</u> ₍₁₎	03/16/2005	M	11,250 <u>(1)</u>	08/02/2000	08/02/2009	Common Stock, without par value	11,250 <u>(1)</u>
Stock Option-Right to Buy	\$ <u>14.7084</u> ₍₁₎	03/16/2005	M	11,250 <u>(1)</u>	11/01/2000	11/01/2009	Common Stock, without par value	11,250 <u>(1)</u>
Stock Option-Right to Buy	\$ <u>11.73</u> ₍₁₎	03/16/2005	M	11,250 <u>(1)</u>	02/01/2001	02/01/2010	Common Stock, without par value	11,250 <u>(1)</u>
Stock Option-Right to Buy	\$ <u>11.105</u> ₍₁₎	03/16/2005	M	11,250 <u>(1)</u>	10/30/2001	10/30/2010	Common Stock, without par value	11,250 <u>(1)</u>
Stock Option-Right to Buy	\$ <u>15.03</u> ₍₁₎	03/16/2005	M	7,500 <u>(1)</u>	11/05/2002	11/05/2010	Common Stock, without par value	7,500 <u>(1)</u>
Stock Option-Right to Buy	\$ <u>18.5209</u> ₍₁₎	03/16/2005	M	11,250 <u>(1)</u>	02/05/2002	02/05/2011	Common Stock, without par value	11,250 <u>(1)</u>
Stock Option-Right to Buy	\$ <u>19.3175</u> ₍₁₎	03/16/2005	M	7,500 <u>(1)</u>	05/07/2002	05/07/2011	Common Stock, without par value	7,500 <u>(1)</u>
Stock Option-Right to Buy	\$ <u>16.21</u> ₍₁₎	03/16/2005	M	7,500 <u>(1)</u>	08/06/2002	08/06/2011	Common Stock, without par value	7,500 <u>(1)</u>
Stock Option-Right to Buy	\$ <u>12.2725</u> ₍₁₎	03/16/2005	M	7,500 <u>(1)</u>	02/04/2003	02/04/2012	Common Stock, without par value	7,500 <u>(1)</u>
Stock Option-Right to Buy	\$ <u>12.03</u> ₍₁₎	03/16/2005	M	7,500 <u>(1)</u>	05/06/2003	05/06/2012	Common Stock, without par value	7,500 <u>(1)</u>

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) Adjusted to reflect 2-for-1 stock split on March 7, 2005.

(2) Shares owned by trusts as to which Mr. Diamond's spouse serves either as trustee or trust advisor of various family trusts. Mr. Diamond disclaims beneficial ownership except to the extent of his 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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