

DESHE ANN
Form 4
March 15, 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 *
DESHE ANN

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)
03/14/2005

____ Director
____ Officer (give title below)
__X__ 10% Owner
____ 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	(D)	Price			
Common Stock, without par value	03/14/2005		S		150,152	D	\$ 28.5	7,326,968	I	By Trust
Common Stock, without par value	03/14/2005		S		19,000	D	\$ 28.51	7,307,968	I	By Trust
Common Stock, without par value	03/14/2005		S		9,692	D	\$ 28.52	7,298,276	I	By Trust

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Common Stock, without par value	03/14/2005	S	14,864	D	\$ 28.53	7,283,412	I	By Trust
Common Stock, without par value	03/14/2005	S	29,632	D	\$ 28.55	7,253,780	I	By Trust
Common Stock, without par value	03/14/2005	S	4,376	D	\$ 28.56	7,249,404	I	By Trust
Common Stock, without par value	03/14/2005	S	600	D	\$ 28.57	7,248,804	I	By Trust
Common Stock, without par value	03/14/2005	S	600	D	\$ 28.58	7,248,204	I	By Trust
Common Stock, without par value	03/14/2005	S	3,620	D	\$ 28.6	7,244,584	I	By Trust
Common Stock, without par value	03/14/2005	S	100	D	\$ 28.61	7,244,484	I	By Trust
Common Stock, without par value	03/14/2005	S	2,120	D	\$ 28.65	7,242,364	I	By Trust
Common Stock, without par value	03/14/2005	S	860	D	\$ 28.66	7,241,504	I	By Trust
Common Stock, without par value	03/14/2005	S	1,500	D	\$ 28.67	7,240,004	I	By Trust
Common Stock, without par value	03/14/2005	S	800	D	\$ 28.68	7,239,204	I	By Trust
	03/14/2005	S	1,600	D		7,237,604	I	By Trust

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Common Stock, without par value					\$ 28.69				
Common Stock, without par value	03/14/2005	S	212	D	\$ 28.7	7,237,392	I	By Trust	
Common Stock, without par value	03/14/2005	S	100	D	\$ 28.71	7,237,292	I	By Trust	
Common Stock, without par value	03/14/2005	S	100	D	\$ 28.72	7,237,192	I	By Trust	
Common Stock, without par value	03/14/2005	S	500	D	\$ 28.73	7,236,692	I	By Trust	
Common Stock, without par value	03/14/2005	S	200	D	\$ 28.74	7,236,492	I	By Trust	
Common Stock, without par value	03/14/2005	S	23,064	D	\$ 28.75	7,213,428	I	By Trust	
Common Stock, without par value	03/14/2005	S	696	D	\$ 28.76	7,212,732	I	By Trust	
Common Stock, without par value	03/14/2005	S	100	D	\$ 28.79	7,212,632	I	By Trust	
Common Stock, without par value	03/14/2005	S	9,712	D	\$ 28.8	7,202,920	I	By Trust	
Common Stock, without par value	03/14/2005	S	3,800	D	\$ 28.85	7,199,120 ⁽¹⁾	I	By Trust ⁽²⁾	

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)

Table with 10 columns: 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. Number of Derivative Securities Beneficially Owned (Instr. 6), 10. Reporting Transaction (Instr. 7). Includes sub-columns for Date Exercisable and Expiration Date, and Title or Number of Shares.

Reporting Owners

Table with 2 columns: Reporting Owner Name / Address, Relationships (Director, 10% Owner, Officer, Other). Entry: DESHE ANN, 1800 MOLER ROAD, COLUMBUS, OH 43207, with an 'X' under 10% Owner.

Signatures

By: Robert J. Tannous, Attorney-in-Fact 03/15/2005

**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) Adjusted to reflect 2-for-1 stock split on March 7, 2005.
(2) Shares owned by trusts as to which Mrs. Deshe serves either as trustee or trust advisor of various family trusts. Mrs. Deshe 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. 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.