

AMERICAN EAGLE OUTFITTERS INC
 Form 4
 June 06, 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 *
LEEDY MICHAEL J

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)
06/03/2005

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 EVP of Strategic Planning

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(D)	Price
Common Stock, without par value	06/03/2005		M		72,640	A	\$ 10.8334
Common Stock, without par value	06/03/2005		M		26,666	A	\$ 12.1725
Common Stock, without par value	06/03/2005		M		9,384	A	\$ 7.025
							138,432
							165,098
							174,482

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Common Stock, without par value	06/03/2005	S	12,600	D	\$ 29.297	161,882	D
Common Stock, without par value	06/03/2005	S	73,808	D	\$ 29.23	88,074	D
Common Stock, without par value	06/03/2005	S	19,900	D	\$ 29.25	68,174	D
Common Stock, without par value	06/03/2005	S	10,500	D	\$ 29.2543	57,674	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 Securities (Instr. 3 and 4)	Amount or Number of Shares
Stock Option - Right to Buy	\$ 7.025	06/03/2005		M	9,384	<u>(1)</u> 03/04/2013	Common Stock, without par value	9,384
Stock Option-Right to Buy	\$ 10.8334	06/03/2005		M	72,640	<u>(2)</u> 08/10/2009	Common Stock, without par value	72,640
Stock Option-Right to Buy	\$ 12.1725	06/03/2005		M	26,666	<u>(1)</u> 04/15/2012	Common Stock, without	26,666

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
LEEDY MICHAEL J 150 THORN HILL DRIVE WARRENDALE, PA 15095			EVP of Strategic Planning	

Signatures

By: Robert J. Tannous, 06/06/2005
 Attorney-in-Fact

__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) Options 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.
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