

AMERICAN EAGLE OUTFITTERS INC

Reported by
REMPELL MICHAEL R

FORM 4

(Statement of Changes in Beneficial Ownership)

Filed 03/01/12 for the Period Ending 02/28/12

Address	77 HOT METAL STREET PITTSBURGH, PA 15203
Telephone	4124323300
CIK	0000919012
Symbol	AEO
SIC Code	5651 - Family Clothing Stores
Industry	Retail (Apparel)
Sector	Services
Fiscal Year	01/28

FORM 4

[] Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**UNITED STATES SECURITIES AND EXCHANGE
COMMISSION
Washington, D.C. 20549**

OMB APPROVAL
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**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(f) of the
Investment Company Act of 1940

1. Name and Address of Reporting Person * Rempell Michael R <small>(Last) (First) (Middle)</small> AMERICAN EAGLE OUTFITTERS, INC., 401 5TH AVE. <small>(Street)</small> NEW YORK, NY 10016 <small>(City) (State) (Zip)</small>	2. Issuer Name and Ticker or Trading Symbol AMERICAN EAGLE OUTFITTERS INC [AEO]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> X Officer (give title below) <input type="checkbox"/> Other (specify below) EVP, COO NY Design Center
3. Date of Earliest Transaction (MM/DD/YYYY) <p align="center">2/28/2012</p>		6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> X Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person
4. If Amendment, Date Original Filed (MM/DD/YYYY)		

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Trans. Date	2A. Deemed Execution Date, if any	3. Trans. 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	2/28/2012		M		10310.0000	A	\$ 0	41287.0000	D	
Common Stock, without par value	2/28/2012		F		3761.0000	D	\$14.65	37526.0000	D	

Table II - Derivative Securities Beneficially Owned (e.g. , puts, calls, warrants, options, convertible securities)

1. Title of Derivate Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Trans. Date	3A. Deemed Execution Date, if any	4. Trans. 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		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction (s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Dividend Equivalent Rights	(1)	2/28/2012		M		84.0000		(1)	(1)	Common Stock, without par value	84.0000	\$ 0	288.0000	D	
Restricted Stock Unit	(2)	2/28/2012		A		30717.0000		(3)	2/28/2015	Common Stock, without par value	30717.0000	\$ 0	30717.0000	D	
Restricted Stock Unit	(2)	2/28/2012		M		10226.0000		(3)	3/1/2014	Common Stock, without par value	10226.0000	\$ 0	20455.0000	D	

Explanation of Responses:

(1) The dividend equivalent rights accrued on previously awarded restricted stock units (RSUs) which vest proportionately with the RSUs to which they relate. Each dividend equivalent right is the economic equivalent of one share of American Eagle Outfitters common stock.

- (2) Each restricted stock unit represents a contingent right to receive one share of AEO common stock.
- (3) The restricted stock units vest in three equal annual installments beginning on the first anniversary of the date of grant. Vesting of the restricted stock units may be accelerated upon the achievement of various performance criteria.

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Rempell Michael R AMERICAN EAGLE OUTFITTERS, INC. 401 5TH AVE. NEW YORK, NY 10016			EVP, COO NY Design Center	

Signatures

Robert J. Tannous, Attorney-in-Fact

3/1/2012

** Signature of Reporting Person

Date

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

* 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).

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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