

AMERICAN EAGLE OUTFITTERS INC

Reported by
MARKFIELD ROGER S

FORM 4

(Statement of Changes in Beneficial Ownership)

Filed 03/04/10 for the Period Ending 03/02/10

| | |
|-------------|---|
| 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
OMB Number: 3235-0287
Expires: February 28, 2011
Estimated average burden hours per response... 0.5

**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 * | | | 2. Issuer Name and Ticker or Trading Symbol | | | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) | | |
| MARKFIELD ROGER S | | | AMERICAN EAGLE OUTFITTERS INC [AEO] | | | <input checked="" type="checkbox"/> Director _____ 10% Owner <input checked="" type="checkbox"/> Officer (give title below) _____ Other (specify below) Vice Chairman | | |
| (Last) | (First) | (Middle) | 3. Date of Earliest Transaction (MM/DD/YYYY) | | | | | |
| | | | 3/2/2010 | | | | | |
| 77 HOT METAL STREET (Street) | | | 4. If Amendment, Date Original Filed (MM/DD/YYYY) | | | 6. Individual or Joint/Group Filing (Check Applicable Line) | | |
| PITTSBURGH, PA 15203 (City) (State) (Zip) | | | | | | <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> 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. 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 | 3/2/2010 | | A | | 103520 | A | \$0 | 331484 | D | |
| Common Stock, without par value | 3/2/2010 | | F | | 46317 | D | \$17.45 | 285167 | 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 | | | | |
| Restricted Stock Unit | \$0 (1) | 3/2/2010 | | A | | 114327 | | (2) | (2) | Common Stock, without par value | 114327 | \$0 | 114327 | D | |
| Stock Option - Right to Buy | \$17.45 | 3/2/2010 | | A | | 275610 | | (3) | 3/2/2017 | Common Stock, without par value | 275610 | \$0 | 275610 | D | |

Explanation of Responses:

- (1) Each restricted stock unit represents a contingent right to receive one share of AEO common stock.
- (2) The restricted stock units vest in three equal annual installments beginning on the first anniversary of the date of grant.
- (3) Option vests 1/3 per year beginning on the first anniversary of the date of grant.

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--------------------------------|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| MARKFIELD ROGER S | | | | |

| | | |
|---|---|---------------|
| 77 HOT METAL STREET PITTSBURGH, PA 15203 | X | Vice Chairman |
|---|---|---------------|

Signatures

Robert J. Tannous, Attorney-in-Fact

3/4/2010

** 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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