

AMERICAN EAGLE OUTFITTERS INC

Filed by
SCHOTTENSTEIN JAY L

FORM SC 13G/A (Amended Statement of Ownership)

Filed 02/12/99

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

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

SCHEDULE 13G

**UNDER THE SECURITIES EXCHANGE ACT OF 1934
(AMENDMENT NO. 5)***

American Eagle Outfitters, Inc.

(Name of Issuer)

Common Stock, Without par Value

(Title of Class of Securities)

02553D 10 8

(CUSIP Number)

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this
Schedule is filed:

Rule 13d-1(b)

Rule 13d-1(c)

Rule 13d-1(d)

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act, but shall be subject to all other provisions of the Act (however, see the Notes).

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 CONTROL NUMBER.

1	Names of Reporting Persons/I.R.S. Identification Nos. of Above Persons (Entities Only)		
	Jay L. Schottenstein 288-52-6873		
2	Check the Appropriate Box if a Member of a Group (See Instructions)		(a) [X] ----- (b) [] -----
3	SEC Use Only		
4	Citizenship or Place of Organization		United States
	Number of	5	Sole Voting Power 4,953,658
	Shares		
	Beneficially	6	Shared Voting Power 0
	Owned by		
	Each	7	Sole Dispositive Power 4,953,658
	Reporting		
	Person With	8	Shared Dispositive Power 0
9	Aggregate Amount Beneficially Owned by Each Reporting Person		4,953,658
10	Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)		[] -----
11	Percent of Class Represented by Amount in Row (11)		21.5%
12	Type of Reporting Person (See Instructions)		IN

SCHEDULE 13G

Item 1.

(a) Name of Issuer: American Eagle Outfitters, Inc.

(b) Address of Issuer's Principal Executive Offices:
150 Thorn Hill Drive, Warrendale, Pennsylvania 15086

Item 2.

(a) Name of Persons Filing:

(i) Retail Ventures, Inc., a Pennsylvania corporation

(ii) Natco Industries, Inc., a Delaware corporation

(iii) Jay L. Schottenstein

(b) Address of Principal Business Office, or, if none, Residence:

(i) 1800 Moler Road, Columbus, Ohio 43207

(ii) 1800 Moler Road, Columbus, Ohio 43207

(iii) 1800 Moler Road, Columbus, Ohio 43207

(c) Citizenship:

(i) Retail Ventures, Inc. is incorporated under the laws of the State of Pennsylvania.

(ii) Natco Industries, Inc. is incorporated under the laws of the State of Delaware.

(iii) Mr. Schottenstein is a United States Citizen.

(d) Title of Class of Securities: Common Stock, without par value.

(e) CUSIP Number: 02553D 10 8

Item 3.

Not applicable.

Item 4.

Retail Ventures, Inc.

- (a) Amount Beneficially Owned: 4,775,375 shares
(total adjusted for 3-for-2 stock split on 5/8/98)
- (b) Percent of Class: 20.7%
- (c) Number of Shares as to which such person has:
 - (i) Sole power to vote or to direct the vote: 4,775,375 shares
 - (ii) Shared power to vote or to direct the vote: 0
 - (iii) Sole power to dispose or to direct the disposition of: 4,775,375 shares
 - (iv) Shared power to dispose or to direct the disposition of: 0 shares

Natco Industries, Inc.

- (a) Amount Beneficially Owned: 6,991,174 shares
(total adjusted for 3-for-2 stock split on 5/8/98)
- (b) Percent of Class: 30.4%
- (c) Number of Shares as to which such person has:
 - (i) Sole power to vote or to direct the vote: 6,991,174 shares
 - (ii) Shared power to vote or to direct the vote: 0

- (iii) Sole power to dispose or to direct the disposition of: 6,991,174 shares
- (iv) Shared power to dispose or to direct the disposition of: 0 shares

Jay L. Schottenstein

- (a) Amount Beneficially Owned: 4,953,658 shares
(total adjusted for 3-for-2 stock split on 5/8/98)
- (b) Percent of Class: 21.5%
- (c) Number of Shares as to which such person has:
 - (i) Sole power to vote or to direct the vote: 4,953,658 shares (148,250 shares are subject to exercisable options held by Mr. Schottenstein)
 - (ii) Shared power to vote or to direct the vote: 0
 - (iii) Sole power to dispose or to direct the disposition of: 4,953,658 shares
 - (iv) Shared power to dispose or to direct the disposition of: 0 shares

Item 5. Ownership of Five Percent or Less of a Class.

Not applicable.

Item 6. Ownership of More than Five Percent on Behalf of Another Person.

Not applicable.

Item 7. Identification and Classification of the Subsidiary which Acquired the Security Being Reported on by the Parent Holding Company.

Not applicable.

Item 8. Identification and Classification of Members of the Group.

For purposes of this report, Retail Ventures, Inc. (RVI) and Natco Industries, Inc. (Natco) shall constitute a group.

RVI, a Pennsylvania corporation, is the record and beneficial owner of 4,775,375 shares of common stock of the Issuer. Jay L. Schottenstein is the Chairman and Chief Executive Officer of RVI. Mr. Schottenstein is the beneficial owner of 59.7% of the outstanding voting securities of RVI and exercises sole and/or shares voting and investment power over these shares held in trust for family members as to which Mr. Schottenstein is Trustee. Accordingly, Mr. Schottenstein may be deemed to be the beneficial owner of the shares of common stock of the Issuer held by RVI.

Natco, a Delaware corporation, is the record and beneficial owner of 6,991,174 shares of common stock of the Issuer. Jay L. Schottenstein is the Chairman and Chief Executive Officer of Natco.

Item 9. Notice of Dissolution of Group.

Not applicable.

Item 10. Certification.

Not applicable.

SIGNATURES

After reasonable inquiry and to the best of their knowledge and belief, the undersigned certify that the information set forth in this statement is true, complete and correct.

RETAIL VENTURES, INC., a
Pennsylvania corporation

Dated: February 10, 1999

By: /s/ Jay L. Schottenstein

Jay L. Schottenstein
Chairman and Chief Executive Officer

NATCO INDUSTRIES, INC., a
Delaware corporation

Dated: February 10, 1999

By: /s/ Jay L. Schottenstein

Jay L. Schottenstein
Chairman and Chief Executive Officer

Dated: February 10, 1999

/s/ Jay L. Schottenstein

Jay L. Schottenstein, individually

End of Filing