

# AMERICAN EAGLE OUTFITTERS INC

Reported by  
**SCHOTTENSTEIN JAY L**

## FORM 4

(Statement of Changes in Beneficial Ownership)

Filed 03/09/15 for the Period Ending 03/05/15

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**

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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  
or Section 30(h) of the Investment Company Act of 1940

<b>1. Name and Address of Reporting Person *</b>  <b>SCHOTTENSTEIN JAY L</b>  (Last) (First) (Middle)  <b>4300 E. FIFTH AVE.</b>  (Street)  <b>COLUMBUS, OH 43219</b>  (City) (State) (Zip)	<b>2. Issuer Name and Ticker or Trading Symbol</b>  <b>AMERICAN EAGLE OUTFITTERS INC [ AEO ]</b>	<b>5. Relationship of Reporting Person(s) to Issuer</b> (Check all applicable)  <input type="checkbox"/> Director <span style="float:right">_____ 10% Owner</span> <input checked="" type="checkbox"/> Officer (give title below) <span style="float:right">_____ Other (specify below)</span> <b>Exec Chairman &amp; Interim CEO</b>
<b>3. Date of Earliest Transaction (MM/DD/YYYY)</b>  <p align="center"><b>3/5/2015</b></p>		<b>6. Individual or Joint/Group Filing</b> (Check Applicable Line)  <input type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person
<b>4. If Amendment, Date Original Filed</b> (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	3/5/2015		M		35915.0000	A	\$0.0000	979818.0000	D	
Common Stock, without par value	3/5/2015		F		9823.0000	D	\$16.3400	969995.0000	D	
Common Stock, without par value								3250698.0000	I	By Schottenstein SEI, LLC
Common Stock, without par value								3034560.0000	I	By SEI, Inc.
Common Stock, without par value								5771205.0000	I	By Trusts (1)
Common Stock, without par value								500000.0000	I	Limited Liability Company (2)

**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	(3)	3/5/2015		M		1432.0000		(3)	(3)	Common Stock, without par value	1432.0000	\$0.0000	0.0000	D	
Restricted Stock Unit	(4)	3/5/2015		M		34483.0000		3/5/2015	3/5/2015	Common Stock, without par value	34483.0000	\$0.0000	0.0000	D	

**Explanation of Responses:**

(1) Shares owned by trusts as to which Mr. Schottenstein or his spouse serve as trustee of various family trusts.

- (2) Shares are held by a limited liability company, the members of which are trusts in which Mr. Schottenstein's wife is the sole trustee.
- (3) 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.
- (4) Each restricted stock unit represents a contingent right to receive one share of American Eagle Outfitters common stock.

**Reporting Owners**

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SCHOTTENSTEIN JAY L 4300 E. FIFTH AVE. COLUMBUS, OH 43219	<b>X</b>		<b>Exec Chairman &amp; Interim CEO</b>	

**Signatures**

**Robert J. Tannous, Attorney-in-Fact**

**3/9/2015**

\*\* 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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