

AMERICAN EAGLE OUTFITTERS INC  
 Form 4  
 September 14, 2006

**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 \*  
**KERIN JOSEPH E**

(Last) (First) (Middle)  
 150 THORN HILL DRIVE  
 (Street)

WARRENDALE, PA 15095

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
**AMERICAN EAGLE OUTFITTERS INC [AEOS]**

3. Date of Earliest Transaction (Month/Day/Year)  
 09/12/2006

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
 EVP & Dir. of Store Operations

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	(A) or (D)	Price
Common Stock, without par value	09/12/2006		M		20,000	A	\$ 18.05
Common Stock, without par value	09/12/2006		M		16,666	A	\$ 12.17
Common Stock, without par value	09/12/2006		S		4,666	D	\$ 42.28

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Common Stock, without par value	09/12/2006	S	30,000	D	\$ 42.3	37,527	D
Common Stock, without par value	09/12/2006	S	2,000	D	\$ 42.36	35,527	D

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

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(9-02)

**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)
Stock Option-Right to Buy	\$ 18.05	09/12/2006		M	20,000	<u>(1)</u> 04/10/2011	Common Stock, without par value 20,000
Stock Option-Right to Buy	\$ 12.1725	09/12/2006		M	16,666	<u>(2)</u> 04/15/2012	Common Stock, without par value 16,666

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
KERIN JOSEPH E 150 THORN HILL DRIVE WARRENDALE, PA 15095			EVP & Dir. of Store Operations	

## Signatures

By: Robert J. Tannous,  
Attorney-in-Fact

09/14/2006

\_\_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) Option vests 20% per year beginning on the first anniversary of date of grant.
- (2) Option vests 1/3 per year beginning on the first anniversary of the date of grant.

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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