

AMERICAN EAGLE OUTFITTERS INC  
 Form 4  
 March 07, 2006

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
 Expires: January 31, 2005  
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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 \*  
 Parodi Dennis R

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

3. Date of Earliest Transaction (Month/Day/Year)  
 03/03/2006

\_\_\_\_ Director  
 Officer (give title below)  
 \_\_\_\_ 10% Owner  
 \_\_\_\_ Other (specify below)  
 EVP

WARRENDALE, PA 15095

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

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 \_\_\_\_ Form filed by More than One Reporting Person

(City) (State) (Zip)

**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 | 03/03/2006                           |  | M                              |   | 16,667  | A  | \$ 7.025  |
| Common Stock, without par value | 03/03/2006                           |  | S                              |   | 15,448  | D  | \$ 28.27  |
| Common Stock, without par value | 03/03/2006                           |  | S                              |   | 1,219   | D  | \$ 28.28  |

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|                                 |            |   |        |   |          |        |   |
|---------------------------------|------------|---|--------|---|----------|--------|---|
| Common Stock, without par value | 03/06/2006 | M | 16,666 | A | \$ 7.025 | 21,774 | D |
| Common Stock, without par value | 03/06/2006 | S | 16     | D | \$ 28.11 | 21,758 | D |
| Common Stock, without par value | 03/06/2006 | S | 150    | D | \$ 28.15 | 21,608 | D |
| Common Stock, without par value | 03/06/2006 | S | 600    | D | \$ 28.16 | 21,008 | D |
| Common Stock, without par value | 03/06/2006 | S | 500    | D | \$ 28.17 | 20,508 | D |
| Common Stock, without par value | 03/06/2006 | S | 600    | D | \$ 28.18 | 19,908 | D |
| Common Stock, without par value | 03/06/2006 | S | 600    | D | \$ 28.21 | 19,308 | D |
| Common Stock, without par value | 03/06/2006 | S | 1,100  | D | \$ 28.22 | 18,208 | D |
| Common Stock, without par value | 03/06/2006 | S | 2,900  | D | \$ 28.23 | 15,308 | D |
| Common Stock, without par value | 03/06/2006 | S | 3,200  | D | \$ 28.24 | 12,108 | D |
| Common Stock, without par value | 03/06/2006 | S | 3,300  | D | \$ 28.25 | 8,808  | D |
|                                 | 03/06/2006 | S | 900    | D |          | 7,908  | D |

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|                                 |            |   |       |   |          |       |   |           |
|---------------------------------|------------|---|-------|---|----------|-------|---|-----------|
| Common Stock, without par value |            |   |       |   | \$ 28.27 |       |   |           |
| Common Stock, without par value | 03/06/2006 | S | 2,800 | D | \$ 28.28 | 5,108 | D |           |
| Common Stock, without par value |            |   |       |   |          | 3,033 | I | By 401(k) |
| Common Stock, without par value |            |   |       |   |          | 1,427 | I | By Trust  |

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) | 8. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Stock Option - Right to Buy                | \$ 7.025   | 03/03/2006                           |  | M                              | 16,667  | <u>(1)</u> 03/04/2013                                    | Common Stock, without par value                               | 16,667                        |
| Stock Option - Right to Buy                | \$ 7.025   | 03/06/2006                           |  | M                              | 16,666  | <u>(1)</u> 03/04/2013                                    | Common Stock, without par value                               | 16,666                        |

## Reporting Owners

| Reporting Owner Name / Address                                  | Relationships |           |         |       |
|---|---------------|-----------|---------|-------|
|   | Director      | 10% Owner | Officer | Other |
| Parodi Dennis R<br>150 THORN HILL DRIVE<br>WARRENDALE, PA 15095 |               |           | EVP     |       |

## Signatures

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

03/06/2006

\_\_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 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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