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AMERICAN EAGLE OUTFITTERS INC

Form 4

September 05, 2006

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

OMB APPROVAL

OMB 3235-0287 Number:

January 31, Expires: 2005

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Check this box if no longer subject to Section 16. Form 4 or

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Form 5 obligations may continue. See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * MCGALLA SUSAN P

2. Issuer Name and Ticker or Trading

Symbol

AMERICAN EAGLE **OUTFITTERS INC [AEOS]**

(Check all applicable)

5. Relationship of Reporting Person(s) to

(Last) (First) (Middle) 3. Date of Earliest Transaction

(Month/Day/Year)

Director 10% Owner Other (specify _X__ Officer (give title below)

150 THORN HILL DRIVE 09/01/2006

P & Chief Mdsing Off-AE Brand

6. Individual or Joint/Group Filing(Check Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

Person

Issuer

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

WARRENDALE, PA 15095

(City)	(State)	Zip) Table	e I - Non-D	erivative	Secur	ities Acq	uired, Disposed of	f, or Beneficial	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactic Code (Instr. 8)	ransaction(A) or Disposed of (D) ode (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
			Code V	Amount	or (D)	Price	Transaction(s) (Instr. 3 and 4)		
Common Stock, without par value	09/01/2006		S	420	D	\$ 39.7	40,809	D	
Common Stock, without par value	09/01/2006		S	1,880	D	\$ 39.71	38,929	D	
Common Stock, without par value	09/01/2006		S	1,200	D	\$ 39.72	37,729	D	

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Common Stock, without par value	09/01/2006	S	1,462	D	\$ 39.73	36,267	D
Common Stock, without par value	09/01/2006	S	1,542	D	\$ 39.74	34,725	D
Common Stock, without par value	09/01/2006	S	100	D	\$ 39.75	34,625	D
Common Stock, without par value	09/01/2006	S	200	D	\$ 39.76	34,425	D
Common Stock, without par value	09/01/2006	S	1,300	D	\$ 39.84	33,125	D
Common Stock, without par value	09/01/2006	S	500	D	\$ 39.85	32,625	D
Common Stock, without par value	09/01/2006	S	1,200	D	\$ 39.86	31,425	D
Common Stock, without par value	09/01/2006	S	3,400	D	\$ 39.87	28,025	D
Common Stock, without par value	09/01/2006	S	300	D	\$ 39.88	27,725	D
Common Stock, without par value	09/01/2006	S	2,400	D	\$ 39.97	25,325	D
Common Stock, without par value	09/01/2006	S	2,900	D	\$ 39.99	22,425	D

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

Persons who 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.

SEC 1474

(9-02)

9. Nu Deriv Secur Bene Own Follo Repo Trans

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Titl	e and	8. Price of	9
Derivativ	e Conversion	(Month/Day/Year)	Execution Date, if	TransactionNumber		Expiration Date		Amou	nt of	Derivative	J
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security	,
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Secur	ities	(Instr. 5)]
	Derivative				Securities			(Instr.	3 and 4)		(
	Security				Acquired						J
					(A) or						J
					Disposed						-
					of (D)						(
					(Instr. 3,						
					4, and 5)						
									Amount		
									or		
							Expiration Date	Title			
				Code V	(A) (D)						
				Code V	(A) (D)		*	Title	Number of Shares		

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

MCGALLA SUSAN P 150 THORN HILL DRIVE WARRENDALE, PA 15095

P & Chief Mdsing Off-AE Brand

Signatures

By: Robert J. Tannous, Attorney-in-Fact 09/05/2006

**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).

Remarks:

This is the second Form 4 to be filed for transactions made on 9/01/06. Multiple Form 4s are being filed due to the 30 transactions. Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. 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 number.

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