

DESHE ANN  
Form 4  
June 12, 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 \*  
DESHE ANN

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)

3. Date of Earliest Transaction (Month/Day/Year)  
06/09/2006

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

1800 MOLER ROAD

(Street)

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

COLUMBUS, OH 43207

(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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|                                 |                                      |  |                                | (A) or (D)  | Price   |  |                                   |
| Common Stock, without par value | 06/09/2006                           |  | M                              | 3,750 A   | \$ 12.98 173,750  | I  | By Spouse                         |
| Common Stock, without par value | 06/09/2006                           |  | M                              | 3,750 A   | \$ 20.515 177,500   | I  | By Spouse                         |
| Common Stock, without par value | 06/09/2006                           |  | M                              | 3,750 A   | \$ 25.1375 181,250  | I  | By Spouse                         |

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|                                 |            |   |       |   |            |           |   |                        |
|---------------------------------|------------|---|-------|---|------------|-----------|---|------------------------|
| Common Stock, without par value | 06/09/2006 | M | 1,875 | A | \$ 25.9915 | 183,125   | I | By Spouse              |
| Common Stock, without par value | 06/09/2006 | M | 3,750 | A | \$ 16.3225 | 186,875   | I | By Spouse              |
| Common Stock, without par value | 06/09/2006 | S | 3,750 | D | \$ 32.51   | 183,125   | I | By Spouse              |
| Common Stock, without par value | 06/09/2006 | S | 7,500 | D | \$ 32.5    | 175,625   | I | By Spouse              |
| Common Stock, without par value | 06/09/2006 | S | 3,750 | D | \$ 32.49   | 171,875   | I | By Spouse              |
| Common Stock, without par value | 06/09/2006 | S | 1,875 | D | \$ 32.53   | 170,000   | I | By Spouse              |
| Common Stock, without par value |            |   |       |   |            | 7,177,120 | I | By Trust<br><u>(1)</u> |

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)

**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 Underlying Securities (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|--|
|  |  |                                      |  | Code                           | V (A) (D)   |  | Title  |

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|                             |            |            |   |       | Date Exercisable | Expiration Date |                                 | Amount or Number of Shares |
|-----------------------------|------------|------------|---|-------|------------------|-----------------|---------------------------------|----------------------------|
| Stock Option - Right to Buy | \$ 25.9915 | 06/09/2006 | M | 1,875 | 05/02/2006       | 05/02/2015      | Common Stock, without par value | 1,875                      |
| Stock Option-Right to Buy   | \$ 12.98   | 06/09/2006 | M | 3,750 | 05/03/2005       | 05/03/2014      | Common Stock, without par value | 3,750                      |
| Stock Option-Right to Buy   | \$ 16.3225 | 06/09/2006 | M | 3,750 | 08/02/2005       | 08/02/2014      | Common Stock, without par value | 3,750                      |
| Stock Option-Right to Buy   | \$ 20.515  | 06/09/2006 | M | 3,750 | 11/01/2005       | 11/01/2014      | Common Stock, without par value | 3,750                      |
| Stock Option-Right to Buy   | \$ 25.1375 | 06/09/2006 | M | 3,750 | 01/31/2006       | 01/31/2015      | Common Stock, without par value | 3,750                      |

## Reporting Owners

| Reporting Owner Name / Address                     | Relationships |           |         |       |
|--|---------------|-----------|---------|-------|
|  | Director      | 10% Owner | Officer | Other |
| DESHE ANN<br>1800 MOLER ROAD<br>COLUMBUS, OH 43207 |               | X         |         |       |

## Signatures

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

06/12/2006

\_\_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) Shares owned by trusts as to which Mrs. Deshe serves either as trustee or trust advisor of various family trusts. Mrs. Deshe disclaims beneficial ownership except to the extent of her pecuniary interest therein.

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.