

DESHE ANN
Form 4
March 17, 2005

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)
1800 MOLER ROAD
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
03/16/2005

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

COLUMBUS, OH 43207

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 (D) Price			
Common Stock, without par value					7,177,120	I	By Trust
Common Stock, without par value	03/16/2005		M	54,000 (1) A \$ 2.9723 (1)	54,000	I	By Spouse
Common Stock, without par value	03/16/2005		M	7,500 (1) A \$ 7.9125 (1)	61,500	I	By Spouse

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Common Stock, without par value	03/16/2005	M	<u>7,500</u> (1)	A	<u>\$ 7.4055</u> (1)	69,000	I	By Spouse
Common Stock, without par value	03/16/2005	M	<u>7,500</u> (1)	A	<u>\$ 12.03</u> (1)	76,500	I	By Spouse
Common Stock, without par value	03/16/2005	M	<u>7,500</u> (1)	A	<u>\$ 12.2725</u> (1)	84,000	I	By Spouse
Common Stock, without par value	03/16/2005	M	<u>7,500</u> (1)	A	<u>\$ 15.03</u> (1)	91,500	I	By Spouse
Common Stock, without par value	03/16/2005	M	<u>7,500</u> (1)	A	<u>\$ 16.21</u> (1)	99,000	I	By Spouse
Common Stock, without par value	03/16/2005	M	<u>7,500</u> (1)	A	<u>\$ 19.3175</u> (1)	106,500	I	By Spouse
Common Stock, without par value	03/16/2005	M	<u>11,250</u> (1)	A	<u>\$ 18.5209</u> (1)	117,750	I	By Spouse
Common Stock, without par value	03/16/2005	M	<u>11,250</u> (1)	A	<u>\$ 11.105</u> (1)	129,000	I	By Spouse
Common Stock, without par value	03/16/2005	M	<u>11,250</u> (1)	A	<u>\$ 4.9375</u> (1)	140,250	I	By Spouse
Common Stock, without par value	03/16/2005	M	<u>11,250</u> (1)	A	<u>\$ 5.6875</u> (1)	151,500	I	By Spouse
Common Stock, without par value	03/16/2005	M	<u>11,250</u> (1)	A	<u>\$ 11.73</u> (1)	162,750	I	By Spouse
	03/16/2005	M		A		174,000	I	

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Common Stock, without par value			<u>11,250</u> ⁽¹⁾		\$ <u>14.7084</u> ⁽¹⁾				By Spouse
Common Stock, without par value	03/16/2005	M	<u>11,250</u> ⁽¹⁾	A	\$ <u>12.52</u> ⁽¹⁾	185,250	I		By Spouse
Common Stock, without par value	03/16/2005	M	<u>11,250</u> ⁽¹⁾	A	\$ <u>12.46</u> ⁽¹⁾	196,500	I		By Spouse
Common Stock, without par value	03/16/2005	M	<u>13,500</u> ⁽¹⁾	A	\$ <u>11.395</u> ⁽¹⁾	210,000	I		By Spouse
Common Stock, without par value	03/16/2005	M	<u>13,500</u> ⁽¹⁾	A	\$ <u>6.75</u> ⁽¹⁾	223,500	I		By Spouse
Common Stock, without par value	03/16/2005	M	<u>13,500</u> ⁽¹⁾	A	\$ <u>8.2284</u> ⁽¹⁾	237,000	I		By Spouse
Common Stock, without par value	03/16/2005	M	<u>7,500</u> ⁽¹⁾	A	\$ <u>8.5775</u> ⁽¹⁾	244,500	I		By Spouse
Common Stock, without par value	03/16/2005	M	<u>7,500</u> ⁽¹⁾	A	\$ <u>8.4125</u> ⁽¹⁾	252,000	I		By Spouse
Common Stock, without par value	03/16/2005	M	<u>3,750</u> ⁽¹⁾	A	\$ <u>11.0075</u> ⁽¹⁾	255,750	I		By Spouse
Common Stock, without par value	03/16/2005	M	<u>3,750</u> ⁽¹⁾	A	\$ <u>7.7025</u> ⁽¹⁾	259,500	I		By Spouse
Common Stock, without par value	03/16/2005	M	<u>3,750</u> ⁽¹⁾	A	\$ <u>9.55</u> ⁽¹⁾	263,250	I		By Spouse

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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 Security (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable Expiration Date	Title	Amount or Number of Shares
Stock Option-Right to Buy	\$ <u>11.105</u> (1)	03/16/2005		M	11,250 (1)	10/30/2001 10/30/2010	Common Stock, without par value	11,250 (1)
Stock Option-Right to Buy	\$ <u>15.03</u> (1)	03/16/2005		M	7,500 (1)	11/05/2002 11/05/2010	Common Stock, without par value	7,500 (1)
Stock Option-Right to Buy	\$ <u>18.5209</u> (1)	03/16/2005		M	11,250 (1)	02/05/2002 02/05/2011	Common Stock, without par value	11,250 (1)
Stock Option-Right to Buy	\$ <u>19.3175</u> (1)	03/16/2005		M	7,500 (1)	05/07/2002 05/07/2011	Common Stock, without par value	7,500 (1)
Stock Option-Right to Buy	\$ <u>16.21</u> (1)	03/16/2005		M	7,500 (1)	08/06/2002 08/06/2011	Common Stock, without par value	7,500 (1)
Stock Option-Right to Buy	\$ <u>12.2725</u> (1)	03/16/2005		M	7,500 (1)	02/04/2003 02/04/2012	Common Stock, without par value	7,500 (1)
Stock Option-Right to Buy	\$ <u>12.03</u> (1)	03/16/2005		M	7,500 (1)	05/06/2003 05/06/2012	Common Stock, without par value	7,500 (1)

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Stock Option-Right to Buy	\$ <u>7.4055</u> ⁽¹⁾	03/16/2005	M	<u>7,500</u> ⁽¹⁾	08/05/2003	08/05/2012	Common Stock, without par value	7,500
Stock Option-Right to Buy	\$ <u>7.9125</u> ⁽¹⁾	03/16/2005	M	<u>7,500</u> ⁽¹⁾	11/04/2003	11/04/2012	Common Stock, without par value	7,500
Stock Option-Right to Buy	\$ <u>8.5775</u> ⁽¹⁾	03/16/2005	M	<u>7,500</u> ⁽¹⁾	02/03/2004	02/03/2013	Common Stock, without par value	7,500
Stock Option-Right to Buy	\$ <u>8.4125</u> ⁽¹⁾	03/16/2005	M	<u>7,500</u> ⁽¹⁾	05/05/2004	05/05/2013	Common Stock, without par value	7,500
Stock Option-Right to Buy	\$ <u>11.0075</u> ⁽¹⁾	03/16/2005	M	<u>3,750</u> ⁽¹⁾	08/04/2004	08/04/2013	Common Stock, without par value	3,750
Stock Option-Right to Buy	\$ <u>7.7025</u> ⁽¹⁾	03/16/2005	M	<u>3,750</u> ⁽¹⁾	11/03/2004	11/03/2013	Common Stock, without par value	3,750
Stock Option-Right to Buy	\$ <u>9.55</u> ⁽¹⁾	03/16/2005	M	<u>3,750</u> ⁽¹⁾	02/02/2005	02/02/2014	Common Stock, without par value	3,750
Stock Option-Right to Buy	\$ <u>2.9723</u> ⁽¹⁾	03/16/2005	M	<u>54,000</u> ⁽¹⁾	⁽²⁾	02/23/2008	Common Stock, without par value	54,000
Stock Option-Right to Buy	\$ <u>8.2284</u> ⁽¹⁾	03/16/2005	M	<u>13,500</u> ⁽¹⁾	08/03/1999	08/03/2008	Common Stock, without par value	13,500
Stock Option-Right to Buy	\$ <u>6.75</u> ⁽¹⁾	03/16/2005	M	<u>13,500</u> ⁽¹⁾	11/02/1999	11/02/2008	Common Stock, without par value	13,500
Stock Option-Right to Buy	\$ <u>11.395</u> ⁽¹⁾	03/16/2005	M	<u>13,500</u> ⁽¹⁾	02/01/2000	02/01/2009	Common Stock, without par value	13,500
		03/16/2005	M		05/03/2000	05/03/2009		

Stock	\$ 12.46				11,250			Common	11,2
Option-Right to Buy	<u>(1)</u>				<u>(1)</u>			Stock, without par value	<u>(1)</u>
Stock	\$ 12.52	03/16/2005	M		11,250	08/02/2000	08/02/2009	Common	11,2
Option-Right to Buy	<u>(1)</u>				<u>(1)</u>			Stock, without par value	<u>(1)</u>
Stock	\$ 14.7084	03/16/2005	M		11,250	11/01/2000	11/01/2009	Common	11,2
Option-Right to Buy	<u>(1)</u>				<u>(1)</u>			Stock, without par value	<u>(1)</u>
Stock	\$ 11.73	03/16/2005	M		11,250	02/01/2001	02/01/2010	Common	11,2
Option-Right to Buy	<u>(1)</u>				<u>(1)</u>			Stock, without par value	<u>(1)</u>
Stock	\$ 5.6875	03/16/2005	M		11,250	05/01/2001	05/01/2010	Common	11,2
Option-Right to Buy	<u>(1)</u>				<u>(1)</u>			Stock, without par value	<u>(1)</u>
Stock	\$ 4.9375	03/16/2005	M		11,250	07/31/2001	07/31/2010	Common	11,2
Option-Right to Buy	<u>(1)</u>				<u>(1)</u>			Stock, without par value	<u>(1)</u>

Reporting Owners

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

Signatures

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

03/17/2005

__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) Adjusted to reflect 2-for-1 stock split on March 7, 2005.

(2) Option vests 20% per year beginning on the first anniversary of 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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