

AMERICAN EAGLE OUTFITTERS INC
Form 4
August 16, 2007

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 *
DIAMOND JON P

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
08/14/2007

Director 10% Owner
 Officer (give title below) 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: Indirect Beneficial Ownership (Instr. 4)	
				(A) or (D)	Price			
				Code	V	Amount		
Common Stock, without par value	08/14/2007		M	5,625	A	\$ 8.6533	55,407	D
Common Stock, without par value	08/14/2007		M	5,625	A	\$ 10.8817	61,032	D
Common Stock, without par value	08/14/2007		M	5,625	A	\$ 13.6767	66,657	D

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Common Stock, without par value	08/14/2007	M	5,625	A	\$ 16.7583	72,282	D	
Common Stock, without par value	08/14/2007	M	2,813	A	\$ 17.3277	75,095	D	
Common Stock, without par value						322,500	I	By Spouse
Common Stock, without par value						4,323,546	I	By Trust ⁽¹⁾

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

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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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Stock Option - Right to Buy	\$ 17.3277	08/14/2007		M	2,813	05/02/2006 05/02/2015	Common Stock, without par value 2,813
Stock Option-Right to Buy	\$ 8.6533	08/14/2007		M	5,625	05/03/2005 05/03/2014	Common Stock, without par value 5,625
	\$ 10.8817	08/14/2007		M	5,625	08/02/2005 08/02/2014	5,625

Stock Option-Right to Buy								Common Stock, without par value	
Stock Option-Right to Buy	\$ 13.6767	08/14/2007		M	5,625	11/01/2005	11/01/2014	Common Stock, without par value	5,625
Stock Option-Right to Buy	\$ 16.7583	08/14/2007		M	5,625	01/31/2006	01/31/2015	Common Stock, without par value	5,625

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
DIAMOND JON P 1800 MOLER ROAD COLUMBUS, OH 43207		X		

Signatures

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

08/15/2007

__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 Mr. Diamond's spouse serves either as trustee or trust advisor of various family trusts. Mr. Diamond disclaims beneficial ownership except to the extent of his 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.