FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person *
MCMILLAN CARY D

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

3. Date of Earliest Transaction (MM/DD/YYYY)
4/1/2020

4. If Amendment, Date Original Filed

5. Relationship of Reporting Person(s) to Issuer
( Check all applicable)

X Director

10% Owner

Officer (give title below)

Other (specify below)

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

X Form filed by One Reporting Person

Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

<table>
<thead>
<tr>
<th>Title of Security (Instr. 3)</th>
<th>Trans. Date</th>
<th>Trans. Code (Instr. 8)</th>
<th>Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)</th>
<th>Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Common Stock, without par value</td>
<td>4/1/2020</td>
<td>A</td>
<td>5342.0000</td>
<td>5342.0000</td>
</tr>
</tbody>
</table>

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

<table>
<thead>
<tr>
<th>Title of Derivative Security (Instr. 3)</th>
<th>Conversion or Exercise Price of Derivative Security</th>
<th>Trans. Date</th>
<th>Trans. Code (Instr. 8)</th>
<th>Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)</th>
<th>Date Exercisable</th>
<th>Expiration Date</th>
<th>Amount or Number of Shares</th>
<th>Title of Underlying Derivative Security (Instr. 3 and 4)</th>
<th>Price of Underlying Derivative Security (Instr. 5)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Share Units (1)</td>
<td></td>
<td>4/1/2020</td>
<td>A</td>
<td>5342.0000</td>
<td>(1)</td>
<td>(1)</td>
<td>Common Stock, without par value</td>
<td>5342.0000</td>
<td>$0.0000</td>
</tr>
</tbody>
</table>

Explanation of Responses:
(1) Each share unit has the economic equivalent of one share of common stock. The share units become payable upon the reporting person's termination of service as a director.

(2) Total includes share units acquired pursuant to a special dividend and accrued dividend equivalent rights.

Reporting Owners

<table>
<thead>
<tr>
<th>Reporting Owner Name / Address</th>
<th>Relationships</th>
</tr>
</thead>
<tbody>
<tr>
<td>MCMILLAN CARY D</td>
<td>Director 10% Owner Officer Other</td>
</tr>
</tbody>
</table>

Signatures

Robert J. Tannous, Attorney-in-Fact

**Signature of Reporting Person

Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.
* If the form is filed by more than one reporting person, see Instruction 4(b)(v).
Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.
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.