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
225 WEST WACKER DRIVE - SUITE 1600
CHICAGO, IL 60606

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

3. Date of Earliest Transaction (MM/DD/YYYY)
4/26/2019

5. Relationship of Reporting Person(s) to Issuer
☐ X Director
☐ 10% Owner
☐ Officer (give title below)
☐ Other (specify below)

6. Individual or Joint/Group Filing (Check Applicable Line)
☐ 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>2. Trans. Date</th>
<th>2A. Deemed Execution Date, if any</th>
<th>3. Trans. Code (Instr. 8)</th>
<th>4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)</th>
<th>5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Share Units</td>
<td>4/26/2019</td>
<td>A</td>
<td>631.0000 (2)</td>
<td>(1) (1)</td>
<td>Common Stock, without par value 631.0000 $0.0000 107445.0000 (2) D</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) Shares represent dividend equivalent rights accrued on previously awarded share units.
(3) Total includes share units acquired pursuant to a special dividend and accrued dividend equivalent rights.

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>2. Conversion or Exercise Price of Derivative Security</th>
<th>3. Trans. Date</th>
<th>3A. Deemed Execution Date, if any</th>
<th>4. Trans. Code (Instr. 8)</th>
<th>5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)</th>
<th>6. Date Exercisable and Expiration Date</th>
<th>7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)</th>
<th>8. Price of Derivative Security (Instr. 5)</th>
<th>9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)</th>
<th>10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)</th>
<th>11. Nature of Indirect Beneficial Ownership (Instr. 4)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Share Units</td>
<td>4/26/2019</td>
<td>A</td>
<td>631.0000 (2)</td>
<td>(1) (1)</td>
<td>Common Stock, without par value 631.0000 $0.0000 107445.0000 (2) D</td>
<td>D</td>
<td>X</td>
<td>X</td>
<td>225 WEST WACKER DRIVE - SUITE 1600 CHICAGO, IL 60606</td>
<td>4/30/2019</td>
<td></td>
</tr>
</tbody>
</table>

Remainder: 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.