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 *
Kessler Charles F

(Last) (First) (Middle)

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

3. Date of Earliest Transaction (MM/DD/YYYY)
3/26/2020

4. If Amendment, Date Original Filed (MM/DD/YYYY)

5. Relationship of Reporting Person(s) to Issuer
(Blank if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).)

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

7. Nature of Indirect Beneficial Ownership (Instr. 4)

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

<table>
<thead>
<tr>
<th>1. Title of Security</th>
<th>2. Trans. Date</th>
<th>3. Trans. Code (Instr. 8)</th>
<th>4. Securities Acquired (A) or Disposed of (D) (Instr. 3 and 4)</th>
<th>5. Amount of Securities Beneficially Owned Following Reported Transaction(s)</th>
<th>6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)</th>
<th>7. Nature of Indirect Beneficial Ownership (Instr. 4)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Restricted Stock Unit</td>
<td>3/26/2020</td>
<td>A</td>
<td>88457.0000</td>
<td>(2)</td>
<td>3/26/2023</td>
<td>Common Stock, without par value</td>
</tr>
<tr>
<td>Stock Option - Right to Buy</td>
<td>3/26/2020</td>
<td>A</td>
<td>166084.0000</td>
<td>(3)</td>
<td>3/26/2027</td>
<td>Common Stock, without par value</td>
</tr>
</tbody>
</table>

Explanation of Responses:

(1) Each restricted stock unit represents a contingent right to receive one share of American Eagle Outfitters common stock.
(2) The restricted stock units vest in three equal annual installments beginning on the first anniversary of the date of grant.
(3) Option vests 1/3 per year beginning on the first anniversary of the date of grant.

Reporting Owners

<table>
<thead>
<tr>
<th>Reporting Owner Name / Address</th>
<th>Relationships</th>
</tr>
</thead>
<tbody>
<tr>
<td>Kessler Charles F</td>
<td>Director</td>
</tr>
<tr>
<td>AMERICAN EAGLE OUTFITTERS, INC.</td>
<td>10% Owner</td>
</tr>
<tr>
<td>401 5TH AVE.</td>
<td>Officer</td>
</tr>
<tr>
<td>NEW YORK, NY 10016</td>
<td>Global Brand President-AE</td>
</tr>
</tbody>
</table>

Signatures

Robert J. Tannous, Attorney-in-Fact 3/30/2020

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.