# 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 — McLean Andrew J.

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

3. Date of Earliest Transaction (MM/DD/YYYY) — 5/31/2019

4. If Amendment, Date Original Filed —

5. Relationship of Reporting Person(s) to Issuer —
   - ____ Director
   - ____ 10% Owner
   - X Officer (give title below) — EVP & Chief Commercial Officer
   - ____ Other (specify below) —

6. Individual or Joint/Group Filing — X Form filed by One Reporting Person

**Table I - Non-Derivative Securities Acquired, Disposed of, or BeneficiallyOwned**

<table>
<thead>
<tr>
<th>Title of Security</th>
<th>Trans. Date</th>
<th>Deemed Execution Date, if any</th>
<th>Trans. Code (Instr. 8)</th>
<th>Securities Acquired (A) or Disposed of (D) (Instr. 3 and 4)</th>
<th>Amount Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)</th>
<th>Ownership Form: Direct (D) or Indirect (I) (Instr. 4)</th>
<th>Nature of Indirect Beneficial Ownership (Instr. 4)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Common Stock, without par value</td>
<td>5/31/2019</td>
<td>M</td>
<td>5316.0000</td>
<td>A</td>
<td>$0.0000</td>
<td>20300.0000</td>
<td>D</td>
</tr>
<tr>
<td>Common Stock, without par value</td>
<td>5/31/2019</td>
<td>F</td>
<td>2830.0000</td>
<td>D</td>
<td>$17.4000</td>
<td>17470.0000</td>
<td>D</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>Deemed Execution Date, if any</th>
<th>Trans. Code (Instr. 8)</th>
<th>Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3 and 4)</th>
<th>Date Exercisable and Expiration Date</th>
<th>Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)</th>
<th>Price of Derivative Security (Instr. 5)</th>
<th>Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)</th>
<th>Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)</th>
<th>Nature of Indirect Beneficial Ownership (Instr. 4)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Dividend Equivalent Rights</td>
<td></td>
<td>5/31/2019</td>
<td>M</td>
<td>129.0000</td>
<td>(1) (1)</td>
<td>129.0000</td>
<td>Common Stock, without par value</td>
<td>129.0000</td>
<td>$0.0000</td>
<td>1072.0000</td>
<td>D</td>
</tr>
<tr>
<td>Restricted Stock Unit</td>
<td></td>
<td>5/31/2019</td>
<td>M</td>
<td>5187.0000</td>
<td>(2)</td>
<td>6/1/2020</td>
<td>Common Stock, without par value</td>
<td>5187.0000</td>
<td>$0.0000</td>
<td>5188.0000</td>
<td>D</td>
</tr>
</tbody>
</table>

**Explanation of Responses:**

1. The dividend equivalent rights accrued on previously awarded restricted stock units (RSUs) which vest proportionately with the RSUs to which they relate.
   - Each dividend equivalent right is the economic equivalent of one share of American Eagle Outfitters common stock.
2. Each restricted stock unit represents a contingent right to receive one share of American Eagle Outfitters common stock.
3. The restricted stock units vest in three equal annual installments beginning on the first anniversary of the date of grant.

**Reporting Owners**

<table>
<thead>
<tr>
<th>Reporting Owner Name / Address</th>
<th>Director</th>
<th>10% Owner</th>
<th>Officer</th>
<th>Other</th>
</tr>
</thead>
<tbody>
<tr>
<td>McLean Andrew J. AMERICAN EAGLE OUTFITTERS, INC. 401 5TH AVE. NEW YORK, NY 10016</td>
<td>EVP &amp; Chief Commercial Officer</td>
<td></td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

**Signatures**

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.