

# FORM 4

[ ] Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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

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## 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 *		2. Issuer Name and Ticker or Trading Symbol		5. Relationship of Reporting Person(s) to Issuer (Check all applicable)	
<b>Kessler Charles F</b>		<b>AMERICAN EAGLE OUTFITTERS INC [ AEO ]</b>		<input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) <b>Global Brand President-AE</b>	
(Last) (First) (Middle) <b>AMERICAN EAGLE OUTFITTERS, INC., 401 5TH AVE.</b>		3. Date of Earliest Transaction (MM/DD/YYYY) <b>6/1/2020</b>			
(Street) <b>NEW YORK, NY 10016</b>		4. If Amendment, Date Original Filed (MM/DD/YYYY)		6. Individual or Joint/Group Filing (Check Applicable Line)	
(City) (State) (Zip)				<input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person	

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

1. Title of Security (Instr. 3)	2. Trans. Date	2A. Deemed Execution Date, if any	3. Trans. 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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock, without par value	6/1/2020		M		19477.0000	A	\$0.0000	129492.0000	D	
Common Stock, without par value	6/1/2020		F		7445.0000	D	\$9.8900	122047.0000	D	
Common Stock, without par value	6/2/2020		S(1)		35000.0000	D	\$10.5000	87047.0000	D	

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

1. Title of Derivate Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Trans. Date	3A. Deemed Execution Date, if any	4. Trans. 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		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Dividend Equivalent Rights	(2)	6/1/2020		M		1548.0000		(2)	(2)	Common Stock, without par value	1548.0000	\$0.0000	3740.0000	D	
Restricted Stock Unit	(3)	6/1/2020		M		17929.0000		(4)	6/1/2020	Common Stock, without par value	17929.0000	\$0.0000	0.0000	D	

**Explanation of Responses:**

- (1) Sales were made pursuant to a Rule 10b5-1 trading plan adopted by Mr. Kessler on April 10, 2020.
- (2) 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.
- (3) Each restricted stock unit represents a contingent right to receive one share of American Eagle Outfitters common stock.
- (4) The restricted stock units vest in three equal annual installments beginning on the first anniversary of the date of grant.

**Reporting Owners**

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

**Signatures**

**Robert J. Tannous, Attorney-in-Fact**

**6/3/2020**

\*\*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).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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