

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) | |
| SCHOTTENSTEIN JAY L | | AMERICAN EAGLE OUTFITTERS INC [AEO] | | <input checked="" type="checkbox"/> Director _____ 10% Owner <input checked="" type="checkbox"/> Officer (give title below) _____ Other (specify below) Exec Chairman & CEO | |
| (Last) (First) (Middle) | | 3. Date of Earliest Transaction (MM/DD/YYYY) | | | |
| 4300 E. FIFTH AVE. | | 6/1/2020 | | | |
| (Street) | | 4. If Amendment, Date Original Filed (MM/DD/YYYY) | | 6. Individual or Joint/Group Filing (Check Applicable Line) | |
| COLUMBUS, OH 43219 | | | | <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person | |
| (City) (State) (Zip) | | | | | |

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 | | 27267.0000 | A | \$0.0000 | 1156965.0000 | D | |
| Common Stock, without par value | 6/1/2020 | | F | | 8699.0000 | D | \$9.8900 | 1148266.0000 | D | |
| Common Stock, without par value | | | | | | | | 2611235.0000 | I | By Schottenstein SEI, LLC |
| Common Stock, without par value | | | | | | | | 2971202.0000 | I | By SEI, Inc. |
| Common Stock, without par value | | | | | | | | 8033930.0000 | I | By Trusts (1) |
| Common Stock, without par value | | | | | | | | 401643.0000 | I | Limited Liability Company (2) |

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 | (3) | 6/1/2020 | | M | | 2166.0000 | | (3) | (3) | Common Stock, without par value | 2166.0000 | \$0.0000 | 4225.0000 | D | |
| Restricted Stock Unit | (4) | 6/1/2020 | | M | | 25101.0000 | | (5) | 6/1/2020 | Common Stock, without par value | 25101.0000 | \$0.0000 | 0.0000 | D | |

Explanation of Responses:

- Shares owned by trusts as to which Mr. Schottenstein or his spouse serve as trustee of various family trusts.
- Shares are held by a limited liability company, the members of which are trusts in which Mr. Schottenstein's wife is the sole trustee.
- 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.
- Each restricted stock unit represents a contingent right to receive one share of American Eagle Outfitters common stock.
- 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 |
| SCHOTTENSTEIN JAY L 4300 E. FIFTH AVE. COLUMBUS, OH 43219 | X | | Exec Chairman & CEO | |

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.

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.