

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

OMB APPROVAL
OMB Number: 3235-0287
Estimated average burden
hours per response... 0.5

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)	
Mathias Michael A.		AMERICAN EAGLE OUTFITTERS INC [AEO]		<input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) EVP and CFO	
(Last) (First) (Middle) 77 HOT METAL STREET		3. Date of Earliest Transaction (MM/DD/YYYY) 6/4/2020			
(Street) PITTSBURGH, PA 15203		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	6/5/2020		M		3393.0000	A	\$0.0000	4396.0000	D	
Common Stock, without par value	6/5/2020		F		973.0000	D	\$12.9800	3423.0000	D	
Common Stock, without par value								1100.0000	I	Spouse IRA

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				
Restricted Stock Unit	(1)	6/4/2020		A		13517.0000		3/1/2023	3/1/2023	Common Stock, without par value	13517.0000	\$0.0000	13517.0000	D	
Stock Option - Right to Buy	\$12.3300	6/4/2020		A		40471.0000		(2)	6/4/2027	Common Stock, without par value	40471.0000	\$0.0000	40471.0000	D	
Dividend Equivalent Rights	(3)	6/5/2020		M		118.0000		(3)	(3)	Common Stock, without par value	118.0000	\$0.0000	169.0000	D	
Restricted Stock Unit	(1)	6/5/2020		M		1379.0000		(4)	6/6/2021	Common Stock, without par value	1379.0000	\$0.0000	1379.0000	D	
Restricted Stock Unit	(1)	6/5/2020		M		1896.0000		(4)	6/6/2022	Common Stock, without par value	1896.0000	\$0.0000	3792.0000	D	

Explanation of Responses:

- Each restricted stock unit represents a contingent right to receive one share of American Eagle Outfitters common stock.
- Option vests 1/3 per year beginning on the first anniversary of the date of grant.
- 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.
- 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
Mathias Michael A. 77 HOT METAL STREET PITTSBURGH, PA 15203			EVP and CFO	

Signatures

Robert J. Tannous, Attorney-in-Fact

6/8/2020

**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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