

FORM 4

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

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

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

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. | | | 3/14/2018 | | | | | |
| (Street) | | | 4. If Amendment, Date Original Filed (MM/DD/YYYY) | | | 6. Individual or Joint/Group Filing (Check Applicable Line) | | |
| COLUMBUS, OH 43219 | | | | | | <input 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 (Instr. 8) | 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 | 3/14/2018 | | A | | 122548.0000 | A | \$0.0000 | 1242128.0000 | D | |
| Common Stock, without par value | 3/14/2018 | | M | | 44562.0000 | A | \$0.0000 | 1286690.0000 | D | |
| Common Stock, without par value | 3/14/2018 | | F | | 61578.0000 | D | \$19.6000 | 1225112.0000 | D | |
| Common Stock, without par value | | | | | | | | 3250698.0000 | I | By Schottenstein SEI, LLC |
| Common Stock, without par value | | | | | | | | 3698817.0000 | I | By SEI, Inc. |
| Common Stock, without par value | | | | | | | | 5771205.0000 | I | By Trusts (1) |
| Common Stock, without par value | | | | | | | | 500000.0000 | 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) | 3/14/2018 | | M | | 2183.0000 | | (3) | (3) | Common Stock, without par value | 2183.0000 | \$0.0000 | 3484.0000 | D | |
| Restricted Stock Unit | (4) | 3/14/2018 | | M | | 42379.0000 | | (5) | (5) | Common Stock, without par value | 42379.0000 | \$0.0000 | 0.0000 | D | |
| Stock Option - Right to Buy | \$19.6000 | 3/14/2018 | | A | | 235526.0000 | | (6) | 3/14/2025 | Common Stock, without par value | 235526.0000 | \$0.0000 | 235526.0000 | 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.
- Vests in 2018 upon Board certification of earnings.

