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 *  
MCMILLAN CARY D  
225 WEST WACKER DRIVE - SUITE 1600  
CHICAGO, IL 60606

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

5. Relationship of Reporting Person(s) to Issuer  
(Check all applicable)  
_X_ Director  ____ 10% Owner  _____ Officer (give title below)  ____ Other (specify below)

3. Date of Earliest Transaction (MM/DD/YYYY)  
1/17/2020

4. If Amendment, Date Original Filed (MM/DD/YYYY)

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

<table>
<thead>
<tr>
<th>1. Title of Security (Instr. 3)</th>
<th>2. Trans. Date</th>
<th>2A. Deemed Execution Date, if any</th>
<th>3. Trans. Code (Instr. 8)</th>
<th>4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)</th>
<th>5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)</th>
<th>6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)</th>
<th>7. Nature of Indirect Beneficial Ownership (Instr. 4)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Share Units</td>
<td>1/17/2020</td>
<td>A</td>
<td>1089.0000</td>
<td>$0.0000</td>
<td>117479.0000</td>
<td>D</td>
<td></td>
</tr>
</tbody>
</table>

Explanation of Responses:  
(1) Each share unit has the economic equivalent of one share of common stock. The share units become payable upon the reporting person's termination of service as a director.  
(2) Shares represent dividend equivalent rights accrued on previously awarded share units.  
(3) Total includes share units acquired pursuant to a special dividend and accrued dividend equivalent rights.

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

<table>
<thead>
<tr>
<th>1. Title of Derivate Security (Instr. 3)</th>
<th>2. Conversion or Exercise Price of Derivate Security</th>
<th>3. Trans. Date</th>
<th>3A. Deemed Execution Date, if any</th>
<th>4. Trans. Code (Instr. 8)</th>
<th>5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)</th>
<th>6. Date Exercisable and Expiration Date</th>
<th>7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)</th>
<th>8. Price of Derivate Security (Instr. 5)</th>
<th>9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)</th>
<th>10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)</th>
<th>11. Nature of Indirect Beneficial Ownership (Instr. 4)</th>
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Reporting Owners

<table>
<thead>
<tr>
<th>Reporting Owner Name / Address</th>
<th>Relationships</th>
</tr>
</thead>
<tbody>
<tr>
<td>MCMILLAN CARY D</td>
<td>Director 10% Owner Officer Other</td>
</tr>
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</thead>
<tbody>
<tr>
<td>MCMILLAN CARY D</td>
<td>X</td>
</tr>
</tbody>
</table>

Signatures

Robert J. Tannous, Attorney-in-Fact  
1/22/2020  
** 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).  
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.