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 ]

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

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

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

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>1/1/2020</td>
<td>A</td>
<td>2551.0000</td>
<td>(1)</td>
<td>(1)</td>
<td>Common Stock, without par value</td>
<td>2551.0000</td>
</tr>
</tbody>
</table>

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 Derivative 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 Derivative 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>
</tr>
</thead>
<tbody>
<tr>
<td>Share Units</td>
<td>(1)</td>
<td>1/1/2020</td>
<td>A</td>
<td>2551.0000</td>
<td>(1)</td>
<td>(1)</td>
<td>Common Stock, without par value</td>
<td>2551.0000</td>
<td>$0.0000</td>
<td>116390.0000</td>
<td>D</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. Total includes share units acquired pursuant to a special dividend and accrued dividend equivalent rights.

Reporting Owners

<table>
<thead>
<tr>
<th>Reporting Owner Name / Address</th>
<th>Relationships</th>
</tr>
</thead>
</table>
| MCMILLAN CARY D  
225 WEST WACKER DRIVE - SUITE 1600  
CHICAGO, IL 60606 | X |

Signatures

Robert J. Tannous, Attorney-in-Fact  
1/2/2020

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.