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 —
Foyle Jennifer M.

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

3. Date of Earliest Transaction (MM/DD/YYYY)
6/1/2020

4. If Amendment, Date Original Filed

5. Relationship of Reporting Person(s) to Issuer (Check all applicable)

6. Individual or Joint/Group Filing (Check Applicable Line)

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

<table>
<thead>
<tr>
<th>Title of Security</th>
<th>Trans. Date</th>
<th>Deemed Execution Date, if any</th>
<th>Trans. Code (Instr. 8)</th>
<th>Deemed Execution Date, if any</th>
<th>Securities Acquired (A) or Disposed of (D) (Instr. 3 and 4)</th>
<th>Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)</th>
<th>Ownership Form: Direct (D) or Indirect (I) (Instr. 4)</th>
<th>Nature of Indirect Beneficial Ownership (Instr. 4)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Common Stock, without par value</td>
<td>6/1/2020</td>
<td>M</td>
<td>19477.0000</td>
<td>A</td>
<td>0.0000</td>
<td>130572.0000</td>
<td>D</td>
<td></td>
</tr>
<tr>
<td>Common Stock, without par value</td>
<td>6/1/2020</td>
<td>F</td>
<td>7445.0000</td>
<td>D</td>
<td>9.8900</td>
<td>123127.0000</td>
<td>D</td>
<td></td>
</tr>
</tbody>
</table>

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

<table>
<thead>
<tr>
<th>Title of Derivative Security (Instr. 3)</th>
<th>Conversion or Exercise Price of Derivative Security</th>
<th>Trans. Date</th>
<th>Deemed Execution Date, if any</th>
<th>Trans. Code (Instr. 8)</th>
<th>Deemed Execution Date, if any</th>
<th>Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3 and 4)</th>
<th>Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)</th>
<th>Price of Derivative Security (Instr. 5)</th>
<th>Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)</th>
<th>Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)</th>
<th>Nature of Indirect Beneficial Ownership (Instr. 4)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Dividend Equivalent Rights</td>
<td>(1)</td>
<td>6/1/2020</td>
<td>M</td>
<td>1548.0000</td>
<td>(1)</td>
<td>(1)</td>
<td>Common Stock, without par value</td>
<td>1548.0000</td>
<td>$0.0000</td>
<td>3740.0000</td>
<td>D</td>
</tr>
<tr>
<td>Restricted Stock Unit</td>
<td>(2)</td>
<td>6/1/2020</td>
<td>M</td>
<td>17929.0000</td>
<td>(2)</td>
<td>6/1/2020</td>
<td>Common Stock, without par value</td>
<td>17929.0000</td>
<td>$0.0000</td>
<td>0.0000</td>
<td>D</td>
</tr>
</tbody>
</table>

Explanation of Responses:
(1) 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.
(2) Each restricted stock unit represents a contingent right to receive one share of American Eagle Outfitters common stock.
(3) The restricted stock units vest in three equal annual installments beginning on the first anniversary of the date of grant.

Reporting Owners

<table>
<thead>
<tr>
<th>Reporting Owner Name / Address</th>
<th>Relationships</th>
</tr>
</thead>
<tbody>
<tr>
<td>Foyle Jennifer M.</td>
<td>Director 10% Owner Officer Global Brand President-aerie</td>
</tr>
</tbody>
</table>

Signatures


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.