**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 *
   McLean Andrew J.
   (Last) McLean Andrew J.
   (First) 2. Issuer Name and Ticker or Trading Symbol
   AMERICAN EAGLE OUTFITTERS INC [ AEO ]
   5. Relationship of Reporting Person(s) to Issuer
   (Check all applicable)
   _____ Director
   _____ 10% Owner
   ____ Officer (give title below)
   EVP & Chief Commercial Officer

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

4. If Amendment, Date Original Filed

6. Individual or Joint/Group Filing (Check Applicable Line)
   _X_ Form filed by One Reporting Person
   ___ Form filed by More than One Reporting Person

---

**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 (MM/DD/YYYY)</th>
<th>3. Trans. Code (Instr. 8)</th>
<th>4. Securities Acquired (A) or Disposed of (D) (Instr. 3 and 4)</th>
<th>5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Common Stock, without par value</td>
<td>6/1/2020</td>
<td>M</td>
<td>5454.0000</td>
<td>32395.0000</td>
</tr>
<tr>
<td>Common Stock, without par value</td>
<td>6/1/2020</td>
<td>F</td>
<td>2085.0000</td>
<td>30310.0000</td>
</tr>
</tbody>
</table>

---

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

<table>
<thead>
<tr>
<th></th>
<th></th>
<th></th>
<th></th>
<th></th>
<th></th>
<th></th>
<th></th>
<th></th>
<th></th>
<th></th>
</tr>
</thead>
<tbody>
<tr>
<td>Dividend Equivalent Rights</td>
<td></td>
<td>6/1/2020</td>
<td>M</td>
<td>266.0000</td>
<td>(1)</td>
<td>Common Stock, without par value</td>
<td>$0.0000</td>
<td>2530.0000</td>
<td>D</td>
<td></td>
</tr>
<tr>
<td>Restricted Stock Unit</td>
<td></td>
<td>6/1/2020</td>
<td>M</td>
<td>5188.0000</td>
<td>(2)</td>
<td>Common Stock, without par value</td>
<td>0.0000</td>
<td>0.0000</td>
<td>D</td>
<td></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>McLean Andrew J.</td>
<td>Director</td>
</tr>
<tr>
<td>AMERICAN EAGLE OUTFITTERS, INC.</td>
<td>10% Owner</td>
</tr>
<tr>
<td>401 5TH AVE.</td>
<td>Officer</td>
</tr>
<tr>
<td>NEW YORK, NY 10016</td>
<td>EVP &amp; Chief Commercial Officer</td>
</tr>
</tbody>
</table>

**Signatures**

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.