

DESHE ANN
Form 4
June 12, 2006

FORM 4

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

OMB APPROVAL

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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, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
DESHE ANN

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
1800 MOLER ROAD
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
06/09/2006

____ Director
____ Officer (give title below)
 10% Owner
____ Other (specify below)

COLUMBUS, OH 43207
(City) (State) (Zip)

4. If Amendment, Date Original Filed(Month/Day/Year)

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

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction 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)
				(A) or (D)	Price		
				Code	V	Amount	
Common Stock, without par value	06/09/2006		M	A	\$ 12.98	173,750	I By Spouse
Common Stock, without par value	06/09/2006		M	A	\$ 20.515	177,500	I By Spouse
Common Stock, without par value	06/09/2006		M	A	\$ 25.1375	181,250	I By Spouse

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Common Stock, without par value	06/09/2006	M	1,875	A	\$ 25.9915	183,125	I	By Spouse
Common Stock, without par value	06/09/2006	M	3,750	A	\$ 16.3225	186,875	I	By Spouse
Common Stock, without par value	06/09/2006	S	3,750	D	\$ 32.51	183,125	I	By Spouse
Common Stock, without par value	06/09/2006	S	7,500	D	\$ 32.5	175,625	I	By Spouse
Common Stock, without par value	06/09/2006	S	3,750	D	\$ 32.49	171,875	I	By Spouse
Common Stock, without par value	06/09/2006	S	1,875	D	\$ 32.53	170,000	I	By Spouse
Common Stock, without par value						7,177,120	I	By Trust <u>(1)</u>

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(9-02)

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

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction 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 (Month/Day/Year)	7. Title and Amount Underlying Securities (Instr. 3 and 4)
				Code V	(A) (D)		Title

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					Date Exercisable	Expiration Date		Amount or Number of Shares
Stock Option - Right to Buy	\$ 25.9915	06/09/2006	M	1,875	05/02/2006	05/02/2015	Common Stock, without par value	1,875
Stock Option-Right to Buy	\$ 12.98	06/09/2006	M	3,750	05/03/2005	05/03/2014	Common Stock, without par value	3,750
Stock Option-Right to Buy	\$ 16.3225	06/09/2006	M	3,750	08/02/2005	08/02/2014	Common Stock, without par value	3,750
Stock Option-Right to Buy	\$ 20.515	06/09/2006	M	3,750	11/01/2005	11/01/2014	Common Stock, without par value	3,750
Stock Option-Right to Buy	\$ 25.1375	06/09/2006	M	3,750	01/31/2006	01/31/2015	Common Stock, without par value	3,750

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
DESHE ANN 1800 MOLER ROAD COLUMBUS, OH 43207		X		

Signatures

By: Robert J. Tannous,
Attorney-in-Fact

06/12/2006

__Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

(1) Shares owned by trusts as to which Mrs. Deshe serves either as trustee or trust advisor of various family trusts. Mrs. Deshe disclaims beneficial ownership except to the extent of her pecuniary interest therein.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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