

MARKFIELD ROGER S  
Form 4  
January 11, 2005

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
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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 \*  
MARKFIELD ROGER S

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)  
150 THORN HILL DRIVE  
(Street)

3. Date of Earliest Transaction (Month/Day/Year)  
01/07/2005

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
Vice Chairman and President

WARRENDALE, PA 15095

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

(City) (State) (Zip)

**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 Ownership (Instr. 4) |   |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|---|
|                                 |                                      |  | Code                           | V   | Amount  | (A) or (D)   | Price                             |   |
| Common Stock, without par value | 01/07/2005                           |  | M                              |   | 46,083  | A  | \$ 5.9445 298,288                 | D |
| Common Stock, without par value | 01/07/2005                           |  | M                              |   | 100,000   | A  | \$ 14.05 398,288                  | D |
| Common Stock, without par value | 01/07/2005                           |  | S                              |   | 1,990   | D  | \$ 48.82 462,366                  | D |

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|                                 |            |   |         |   |            |         |   |           |
|---------------------------------|------------|---|---------|---|------------|---------|---|-----------|
| Common Stock, without par value | 01/07/2005 | S | 1,200   | D | \$ 48.83   | 461,166 | D |           |
| Common Stock, without par value | 01/07/2005 | S | 31,600  | D | \$ 48.85   | 429,566 | D |           |
| Common Stock, without par value | 01/07/2005 | S | 11,516  | D | \$ 48.86   | 418,050 | D |           |
| Common Stock, without par value | 01/07/2005 | S | 700     | D | \$ 48.87   | 417,350 | D |           |
| Common Stock, without par value |            |   |         |   |            | 17,301  | I | By 401(k) |
| Common Stock, without par value | 01/07/2005 | M | 353,917 | A | \$ 21.6667 | 752,205 | D |           |
| Common Stock, without par value | 01/07/2005 | S | 10,000  | D | \$ 48.53   | 742,205 | D |           |
| Common Stock, without par value | 01/07/2005 | S | 51,487  | D | \$ 48.54   | 690,718 | D |           |
| Common Stock, without par value | 01/07/2005 | S | 20,000  | D | \$ 48.55   | 670,718 | D |           |
| Common Stock, without par value | 01/07/2005 | S | 10,000  | D | \$ 48.58   | 660,718 | D |           |
| Common Stock, without par value | 01/07/2005 | S | 26,000  | D | \$ 48.6    | 634,718 | D |           |
|                                 | 01/07/2005 | S | 15,600  | D | \$ 48.61   | 619,118 | D |           |

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|  |            |   |        |   |          |         |   |
|--|------------|---|--------|---|----------|---------|---|
| Common<br>Stock,<br>without<br>par value |            |   |        |   |          |         |   |
| Common<br>Stock,<br>without<br>par value | 01/07/2005 | S | 39,000 | D | \$ 48.62 | 580,118 | D |
| Common<br>Stock,<br>without<br>par value | 01/07/2005 | S | 15,000 | D | \$ 48.64 | 565,118 | D |
| Common<br>Stock,<br>without<br>par value | 01/07/2005 | S | 12,227 | D | \$ 48.66 | 552,891 | D |
| Common<br>Stock,<br>without<br>par value | 01/07/2005 | S | 3,000  | D | \$ 48.67 | 549,891 | D |
| Common<br>Stock,<br>without<br>par value | 01/07/2005 | S | 5,000  | D | \$ 48.68 | 544,891 | D |
| Common<br>Stock,<br>without<br>par value | 01/07/2005 | S | 10,000 | D | \$ 48.7  | 534,891 | D |
| Common<br>Stock,<br>without<br>par value | 01/07/2005 | S | 8,300  | D | \$ 48.72 | 526,591 | D |
| Common<br>Stock,<br>without<br>par value | 01/07/2005 | S | 2,425  | D | \$ 48.75 | 524,166 | D |
| Common<br>Stock,<br>without<br>par value | 01/07/2005 | S | 200    | D | \$ 48.76 | 523,966 | D |
| Common<br>Stock,<br>without<br>par value | 01/07/2005 | S | 9,900  | D | \$ 48.77 | 514,066 | D |
|  | 01/07/2005 | S | 2,900  | D | \$ 48.78 | 511,166 | D |

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|                                 |            |   |        |   |          |         |   |
|---------------------------------|------------|---|--------|---|----------|---------|---|
| Common Stock, without par value |            |   |        |   |          |         |   |
| Common Stock, without par value | 01/07/2005 | S | 29,300 | D | \$ 48.79 | 481,866 | D |
| Common Stock, without par value | 01/07/2005 | S | 9,410  | D | \$ 48.8  | 472,456 | D |
| Common Stock, without par value | 01/07/2005 | S | 8,100  | D | \$ 48.81 | 464,356 | D |

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

**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.**

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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 of Underlying Security (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable Expiration Date                         | Title Amount Number of Shares                               |
| Stock Option - Right to Buy                | \$ 14.05   | 01/07/2005                           |  | M                              | 100,000   | (1) 03/04/2013   | Common Stock, without par value 100                         |
| Stock Option-Right to Buy                  | \$ 5.9445  | 01/07/2005                           |  | M                              | 46,083  | (2) 02/23/2008   | Common Stock, without par value 46,                         |
| Stock Option-Right to Buy                  | \$ 21.6667   | 01/07/2005                           |  | M                              | 353,917   | (3) 08/10/2009   | Common Stock, without par value 353                         |

## Reporting Owners

| Reporting Owner Name / Address                                    | Relationships |           |                             |       |
|---|---------------|-----------|-----------------------------|-------|
|   | Director      | 10% Owner | Officer                     | Other |
| MARKFIELD ROGER S<br>150 THORN HILL DRIVE<br>WARRENDALE, PA 15095 | X             |           | Vice Chairman and President |       |

## Signatures

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

01/11/2005

\_\_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) Options vests 1/3 per year beginning on the first anniversary of the date of grant.
- (2) Option vests 20% per year beginning on the first anniversary of date of grant.
- (3) Option vests 8/10/07 or earlier if performance criteria are met.

### Remarks:

This is the first Form 4 to be filed for transactions made on 1/7/05. Multiple Form 4s are being filed due to the 30 transaction

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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