

Grover Frederick W  
 Form 3  
 June 23, 2005

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

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**INITIAL STATEMENT OF 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 * |         | 2. Date of Event Requiring Statement | 3. Issuer Name <b>and</b> Ticker or Trading Symbol                         |  |
| Grover Frederick W                        |         | (Month/Day/Year)                     | AMERICAN EAGLE OUTFITTERS INC [AEOS]                                       |  |
| (Last)                                    | (First) | (Middle)                             | 06/15/2005   |  |
| 150 THORN HILL DRIVE                      |         |                                      | 4. Relationship of Reporting Person(s) to Issuer                           | 5. If Amendment, Date Original Filed(Month/Day/Year)                   |
| (Street)                                  |         |                                      | (Check all applicable)   |  |
| WARRENDALE, PA 15095                      |         |                                      | <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner       | 6. Individual or Joint/Group Filing(Check Applicable Line)             |
| (City)                                    | (State) | (Zip)                                | <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other | <input checked="" type="checkbox"/> Form filed by One Reporting Person |
|   |         |                                      | (give title below) (specify below)   | <input type="checkbox"/> Form filed by More than One Reporting Person  |
|   |         |                                      | EVP-E-Commerce & AE Internat'l   |  |

**Table I - Non-Derivative Securities Beneficially Owned**

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---------------------------------|---|--|---|
| Common Stock, without par value | 3,109 <sup>(1)</sup>                                  | D  |   |
| Common Stock, without par value | 5,939 <sup>(2)</sup>                                  | I  | By 401(k)   |

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

SEC 1473 (7-02)

**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.**

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

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative | 5. Ownership Form of Derivative Security: | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--|--|---|---|---|---|
|--|--|---|---|---|---|

## Edgar Filing: Grover Frederick W - Form 3

|                             | Date Exercisable | Expiration Date | Title                           | Amount or Number of Shares | Security   | Direct (D) or Indirect (I) (Instr. 5) |   |
|-----------------------------|------------------|-----------------|---------------------------------|----------------------------|------------|---------------------------------------|---|
| Stock Option - Right to Buy | Â (3)            | 03/04/2013      | Common Stock, without par value | 33,332                     | \$ 7.025   | D                                     | Â |
| Stock Option-Right to Buy   | Â (4)            | 08/10/2009      | Common Stock, without par value | 45,400                     | \$ 10.8334 | D                                     | Â |

## Reporting Owners

| Reporting Owner Name / Address                                     | Relationships |           |                                  |       |
|--|---------------|-----------|----------------------------------|-------|
|  | Director      | 10% Owner | Officer                          | Other |
| Grover Frederick W<br>150 THORN HILL DRIVE<br>WARRENDALE, PA 15095 | Â             | Â         | Â EVP-E-Commerce & AE Internat'l | Â     |

## Signatures

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

06/22/2005

\_\_Signature of Reporting Person

Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, *see* Instruction 5(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) Total includes shares held in the American Eagle Outfitters, Inc. Employee Stock Purchase Plan.  
The total represents the number of "shares" held in the American Eagle Outfitters, Inc. Stock Fund ("Stock Fund"), held by the Insider in
- (2) his 401(k) plan. The Stock Fund is unitized and the number of "shares" has been calculated based upon the dollar value of the Insider's account in the Stock Fund divided by the closing price of Issuer's stock on the date of valuation.
- (3) Option vests 1/3 per year beginning on the first anniversary of the date of grant.
- (4) Option vests 8/10/07 or earlier if performance criteria are met.

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### Remarks:

EXHIBITÂ INDEX

ExhibitÂ 24Â -Â PowerÂ ofÂ Attorney

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.