

AMERICAN EAGLE OUTFITTERS INC

Form 4/A

March 17, 2003

SEC Form 4/A

FORM 4 [] Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).	UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549 STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP 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(f) of the Investment Company Act of 1940		OMB APPROVAL <hr/> OMB Number: 3235-0287 Expires: January 31, 2005 Estimated average burden hours per response. . . . 0.5
1. Name and Address of Reporting Person* O'Donnell, James V. (Last) (First) (Middle) 150 Thorn Hill Drive (Street) Warrendale, PA 15095 (City) (State) (Zip) USA	2. Issuer Name and Ticker or Trading Symbol American Eagle Outfitters, Inc. AEOS 3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary)	4. Statement for (Month/Year) 5. If Amendment, Date of Original (Month/Year) 3/6/2003	6. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director _____ 10% Owner <input checked="" type="checkbox"/> Officer _____ Other Officer/Other Description Co-Chief Executive Officer and Chief Operating Officer 7. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Individual Filing <input type="checkbox"/> Joint/Group Filing

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

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	3. Transaction Code and Voluntary Code (Instr. 8)	4. Securities Acquired (A) or Disposed (D) Of (Instr. 3, 4, and 5)	5. Amount of Securities Beneficially Owned at End of Month (Instr. 3 and 4)	6. Ownership Form: Direct(D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
		Code V	Amount Price A/D			
Common Stock, without par value	03/11/2002	A	49,200 A		D	
Common Stock, without par value	03/11/2002	F	17,343 D	31,857	D	

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).

(over)
SEC 1474 (3-99)

O'Donnell, James V. - March 6, 2003

Form 4 (continued)

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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. Conver- sion or Exercise Price of Deri- vative Security	3. Transac- tion Date (Month/ Day/ Year)	4. Transaction Code and Voluntary (V) Code (Instr.8)	5. Number of Derivative Securities Acquired (A) or Disposed (D) Of (Instr. 3,4 and 5)	6. Date Exercisable(DE) and Expiration Date(ED) (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr.5)	9. Number of Derivative Securities Beneficially Owned at End of Month (Instr.4)	10. Owner- ship Form of Deriv- ative Security: Direct (D) or Indirect (I)	11. Nature of Indirect Beneficial Ownership (Instr.4)
			Code V		(DE) (ED)					
Stock Option - Right to Buy	\$14.0500	03/04/2003	A 	(A) 900,000	(1) 03/04/2013	Common Stock, without par value - 900,000		900,000	D	

Explanation of Responses :

** Intentional misstatements or omissions of facts /s/ **Robert J. Tannous**
constitute Federal Criminal Violations. **3/17/03**

See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

** Signature of Reporting Person

Date

Note: File three copies of this Form, one of
which must be manually signed. If space is
insufficient,

See Instruction 6 for procedure.

**By: Robert J. Tannous, Attorney-in-Fact for
James V. O'Donnell**

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.

Page 2
SEC 1474 (3-99)

O'Donnell, James V. - March 6, 2003

Form 4 (continued)

**FOOTNOTE Descriptions for American Eagle Outfitters, Inc.
AEOS**

Amended Form 4 - March 6, 2003

**James V. O'Donnell
150 Thorn Hill Drive**

Warrendale, PA 15095

Explanation of responses:

(1) Options vests 1/3 per year beginning on the first anniversary of the date of grant.

