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AMERICAN EAGLE OUTFITTERS INC

Form SC 13D/A

February 14, 2002

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

SCHEDULE 13D
Under the Securities Exchange Act of 1934
Amendment No. 3

AMERICAN EAGLE OUTFITTERS, INC.
(Name of Issuer)

Common Stock, \$.01 par value
(Title of Class of Securities)

02553E 10 6
(CUSIP Number)

Robert J. Tannous, Esq.
Porter Wright Morris & Arthur LLP
41 South High Street
Columbus, OH 43215
614-227-1953
(Name, Address and Telephone Number of Person Authorized
to Receive Notices and Communications)

December 31, 2001

(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition which is the subject of this Schedule 13D, and is filing this schedule because of Rule 13-d-1(b) (3) or (4), check the following box [].

Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Rule 13D-7(b) for other parties to whom copies are to be sent.

The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" or the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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1. Names of Reporting Person: Retail Ventures, Inc.
S.S. or I.R.S. Identification No. of Above Individual (optional):
 2. Check the Appropriate Box if a Member of a Group:

(a)	<input checked="" type="checkbox"/>
(b)	<input type="checkbox"/>
 3. SEC Use Only
 4. Source of Funds: 00
 5. Check Box if Disclosure of legal Proceedings is Required Pursuant to
Items 2(d) or 2(e):

<input type="checkbox"/>

 6. Citizenship or Place of Organization: a Pennsylvania corporation
- Number of Shares Beneficially Owned by Each Reporting Person With:
7. Sole Voting Power: 4,798,819
 8. Shared Voting Power: -0-
 9. Sole Dispositive Power: 4,798,819
 10. Shared Dispositive Power: -0-
 11. Aggregate Amount Beneficially Owned by Each Reporting Person:
4,798,819
 12. Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares:

<input type="checkbox"/>

 13. Percent of Class Represented by Amount in Row (11): 6.7%
 14. Type of Reporting Person: CO

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SCHEDULE 13D

The undersigned hereby amend the following items of this Schedule 13D:

ITEM 5. INTEREST IN SECURITIES OF ISSUER

- (1) Jay L. Schottenstein
 - (a) Amount Beneficially Owned: 10,041,217 shares; Percent of Class: 14.0%
Includes 4,798,819 shares held by Retail Ventures, Inc., 69.9%
of whose common stock is owned by trusts of which Mr.
Schottenstein is a Trustee or Trust Advisor, Mr. Schottenstein

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is also the Chairman and Chief Executive Officer of Retail Ventures, Inc.; 101 shares held for the benefit of Mr. Schottenstein's minor child; 690,500 subject to options exercisable within 60 days; and 4,368,365 shares held in trusts for the benefit of family members as to which Mr. Schottenstein is either Trustee or Trust Advisor.

- (b) Number of Shares as to which such person has:
 - (i) Sole power to vote or to direct the vote: 9,673,664 shares
 - (ii) Shared power to vote or to direct the vote: 224,303 shares
 - (iii) Sole power to dispose or to direct the disposition of: 5,529,602 shares
 - (iv) Shared power to dispose or to direct the disposition of: 224,303 shares
 - (c) Transactions effected by Mr. Schottenstein and by family trusts as to which Mr. is either trustee or trust advisor during the last 60 days: None
 - (d) Another's right to receive dividends: Not applicable
 - (e) Date ceased to be a 5% owner: Not applicable
- (2) Retail Ventures, Inc.
- (a) Amount Beneficially Owned: 4,798,819 shares; Percent of Class: 6.7%
 - (b) Number of Shares as to which such person has:
 - (i) Sole power to vote or to direct the vote: 4,798,819 shares
 - (ii) Shared power to vote or to direct the vote: 0 shares
 - (iii) Sole power to dispose or to direct the disposition of: 4,798,819 shares
 - (iv) Shared power to dispose or to direct the disposition of: 0 shares
 - (c) Transactions effected during the last 60 days: None
 - (d) Another's right to receive dividends: Not applicable
 - (e) Date ceased to be a 5% owner: Not applicable
- (3) Geraldine Schottenstein Hoffman
- (a) Amount Beneficially Owned: 10,489,660 shares; Percent of Class: 14.6%
The shares are held in trusts for the benefit of family members as to which Ms. trustee.
 - (b) Number of Shares as to which such person has:
 - (i) Sole power to vote or to direct the vote: 2,940,717 shares

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- (ii) Shared power to vote or to direct the vote: 224,303 shares
 - (iii) Sole power to dispose or to direct the disposition of: 10,265,357 shares
 - (iv) Shared power to dispose or to direct the disposition of: 224,303 shares
 - (c) Transactions effected by family trusts as to which Ms. Hoffman is either trustee or trust advisor during the last 60 days: None
 - (d) Another's right to receive dividends: Not applicable
 - (e) Date ceased to be a 5% owner: Not applicable
- (4) Ann Schottenstein Deshe
- (a) Amount Beneficially Owned: 4,977,905 shares; Percent of Class: 6.9%
These shares are held in trusts for the benefit of family members as to which Ms. Deshe is either Trustee or Trust Advisor.
 - (b) Number of Shares as to which such person has:
 - (i) Sole power to vote or to direct the vote: 3,180,578 shares
 - (ii) Shared power to vote or to direct the vote: 0 shares

(iii) Sole power to dispose or to direct the disposition of: 1,797,327 shares
(iv) Shared power to dispose or to direct the disposition of: 0 shares
(c) Transactions effected by family trusts in which Ms. Deshe acts as either trustee or advisor during the last 60 days: None
(d) Another's right to receive dividends: Not applicable
(e) Date ceased to be a 5% owner: Not applicable

(a) Amount Beneficially Owned: 2,695,653 shares; Percent of Class: 3.8%
These shares are held in trusts for the benefit of family members as to which Ms. Diamond is either Trustee or Trust Advisor.

(b) Number of Shares as to which such person has:

- (i) Sole power to vote or to direct the vote: 2,693,967 shares
- (ii) Shared power to vote or to direct the vote: 0 shares
- (iii) Sole power to dispose or to direct the disposition of: 896,640 shares
- (iv) Shared power to dispose or to direct the disposition of: 0 shares

(c) Transactions effected by family trusts in which Ms. Diamond acts as either trust advisor during the last 60 days: None

(d) Another's right to receive dividends: Not applicable

(e) Date ceased to be a 5% owner: Not applicable

/s/ Susan Schottenstein Diamond

Susan Schottenstein Diamond