

LAWSON JOEL S III

Form 5

March 14, 2011

FORM 5**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**
Washington, D.C. 20549Check this box if
no longer subject
to Section 16.Form 4 or Form
5 obligations
may continue.See Instruction
1(b).Form 3 Holdings
Reported
Form 4
Transactions
Reported**ANNUAL 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

OMB APPROVAL

OMB
Number: 3235-0362Expires: January 31,
2005Estimated average
burden hours per
response... 1.01. Name and Address of Reporting Person *
LAWSON JOEL S III2. Issuer Name **and** Ticker or Trading
Symbol
URBAN OUTFITTERS INC
[URBN]5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Statement for Issuer's Fiscal Year Ended
(Month/Day/Year)
01/31/2011☒ Director ☐ 10% Owner
☐ Officer (give title below) ☐ Other (specify below)C/O 5000 SOUTH BROAD
STREET

(Street)

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

6. Individual or Joint/Group Reporting

(check applicable line)

PHILADELPHIA, PA 19112

☒ 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 at end of Issuer's Fiscal Year (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) |
|---------------------------------------|---|---|---|--|--|--|---|
| Common Stock | 11/19/2010 | Â | G ⁽¹⁾ | 2,000 D \$ 0 | 85,000 | D | Â |
| Common Stock | Â | Â | U | Â Â Â | 14,400 | I | By Trust |

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.**SEC 2270
(9-02)

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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. 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 Securities (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| | | | | | (A) (D) | Date Exercisable Expiration Date | Title Amount or Number of Shares |
| Director Stock Options Right-to-Buy | \$ 13.72 | Â | Â | <u>(1)</u> | Â Â | 06/02/2005 06/01/2014 | Common Stock 60,000 |
| Director Stock Options Right-to-buy | \$ 27.45 | Â | Â | <u>(1)</u> | Â Â | 12/13/2005 06/12/2015 | Common Stock 50,000 |
| Director Stock Options Right-to-buy | \$ 19.765 | Â | Â | <u>(1)</u> | Â Â | 05/23/2007 05/22/2016 | Common Stock 20,000 |
| Director Stock Options Right-to-buy | \$ 25.6 | Â | Â | <u>(1)</u> | Â Â | 05/22/2008 05/21/2017 | Common stock 20,000 |
| Director Stock Options Right-to-buy | \$ 30.495 | Â | Â | <u>(1)</u> | Â Â | 05/20/2009 05/19/2018 | Common Stock 20,000 |
| Director Stock Options Right to Buy | \$ 21.43 | Â | Â | <u>(1)</u> | Â Â | 05/19/2010 05/18/2016 | Common Stock 20,000 |
| Director Stock Options Right to Buy | \$ 39.4 | Â | Â | <u>(1)</u> | Â Â | 05/18/2011 05/17/2017 | Common Stock 20,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|-------------------------------------|--------------------------|--------------------------|--------------------------|
| | Director | 10% Owner | Officer | Other |
| LAWSON JOEL S III C/O 5000 SOUTH BROAD STREET PHILADELPHIA, PA 19112 | <input checked="" type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |

Signatures

/s/ Joel S.
Lawson III

03/14/2011

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) Report of fiscal year-end holdings only.

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