HAYNE RICHARD A

Check this box if

Form 5

March 12, 2010

FORM 5

OMB APPROVAL

OMB 3235-0362 Number: January 31,

Expires: 2005

1.0

Estimated average burden hours per

5. Relationship of Reporting Person(s) to

response...

no longer subject to Section 16. ANNUAL STATEMENT OF CHANGES IN BENEFICIAL Form 4 or Form 5 obligations may continue. See Instruction

1. Name and Address of Reporting Person *

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, 1(b). Form 3 Holdings Section 17(a) of the Public Utility Holding Company Act of 1935 or Section

Reported Form 4

30(h) of the Investment Company Act of 1940

2. Issuer Name and Ticker or Trading

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OWNERSHIP OF SECURITIES

Transactions Reported

HAYNE R	ICHARD A		Symbol URBA [URB]	N OUTFIT	TERS INC	C]	ssuer (Chec	ck all applicab	ble)
(Last)	(First)	(Middle)	3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year) 01/31/2010			-	_X_ Director _X_ 10% Owner _X_ Officer (give title Other (specify below)			
5000 SOU'	TH BROAD STR	EET							President	
	(Street)		4. If Amendment, Date Original Filed(Month/Day/Year)			(6. Individual or Joint/Group Reporting (check applicable line)			
PHILADE	LPHIA, PA 1	9112						Form Filed by X_ Form Filed by Person	1 0	
(City)	(State)	(Zip)	Tal	ble I - Non-De	erivative Sec	uritie	s Acqui	ired, Disposed o	f, or Benefici	ally Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deeme Execution I any (Month/Day	Date, if	3. Transaction Code (Instr. 8)	4. Securitie (A) or Disp (Instr. 3, 4)	osed o	of (D)	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 Indirect Beneficial Ownership (Instr. 4)
Common Stock	Â	Â		(1)(2)	Â	Â	Â	23,481 (1)	I (3)	By Profit Sharing Fund
Common Stock	Â	Â		<u>(2)</u>	Â	Â	Â	8,935,684	I (3)	By GRAT
Common Stock	Â	Â		<u>(2)</u>	Â	Â	Â	362,440	I (3)	by Hayne Foundation
Common Stock	Â	Â		(2)	Â	Â	Â	1,066,184	I (4)	By Spouse

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Common Stock	Â	Â	(2)	Â	Â	Â	11,300 (1)	I (5)	By spouse through Profit Sharing Fund
Common Stock	Â	Â	(2)	Â	Â	Â	979	I (5)	By spouse as UGMA custodian for son
Common Stock	Â	Â	(2)	Â	Â	Â	979	I (5)	By spouse as UGMA custodian for daughter
Common Stock	12/08/2009	Â	G	6,250	D	\$0	22,810,927	D (6)	Â
Common Stock	12/08/2009	Â	G	6,250	D	\$0	22,804,677	D (6)	Â
Common Stock	12/08/2009	Â	G	157,000	D	\$0	22,647,677	D (6)	Â

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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)

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Tit.	le and	8. Price of	9.
Derivative	e Conversion	(Month/Day/Year)	Execution Date, if	Transaction	Number	Expiration D	ate	Amou	unt of	Derivative	of
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Unde	rlying	Security	D
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Secur	rities	(Instr. 5)	Se
	Derivative				Securities			(Instr	. 3 and 4)		В
	Security				Acquired						О
					(A) or						Eı
					Disposed						Is
					of (D)						Fi
					(Instr. 3,						(I
					4, and 5)						
									A manumt		
									Amount		
						Date	Expiration	T:41-	or Namelana		
						Exercisable	Date	Title			
					(A) (D)				of		
					(A) (D)				Shares		

Reporting Owners

Reminder: Report on a separate line for each class of

securities beneficially owned directly or indirectly.

Reporting Owner Name / Address			Relationships		
	Director	10% Owner	Officer	Other	
	ÂΧ	ÂΧ	President	Â	

Reporting Owners 2 HAYNE RICHARD A 5000 SOUTH BROAD STREET PHILADELPHIA, PAÂ 19112

Hayne Margaret
5000 S. BROAD STREET Â Â Â President, Free People Â
PHILADELPHIA, PAÂ 19112

Signatures

/s/ Richard A. 03/12/2010 Hayne

**Signature of Date

Reporting Person

/s/ Margaret Hayne 03/12/2010

**Signature of Date
Reporting Person

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) This line item reports the balance of shares in the Profit Sharing Trust after covering certain administrative costs of the Trustee.
- (2) Report of fiscal year-end holdings only.
- (3) These shares are owned indirectly by Richard A. Hayne and indirectly by his spouse, Margaret Hayne. Margaret Hayne disclaims beneficial ownership of these shares, except to the extent of any pecuniary interest therein.
- (4) These shares are owned indirectly by Richard A. Hayne and directly by his spouse, Margaret Hayne. Richard A. Hayne disclaims beneficial ownership of these shares, except to the extent of any pecuniary interest therein.
- (5) These shares are owned indirectly by Richard A. Hayne and indirectly by his spouse, Margaret Hayne. Richard A. Hayne disclaims beneficial ownership of these shares, except to the extent of any pecuniary interest therein.
- (6) These shares are owned directly by Richard A. Hayne and indirectly by his spouse, Margaret Hayne. Margaret Hayne disclaims beneficial ownership of these shares, except to the extent of any pecuniary interest therein.

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.

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