

URBAN OUTFITTERS INC
 Form 5
 March 17, 2014

FORM 5

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

OMB APPROVAL

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 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

1. Name and Address of Reporting Person *
 BELAIR SCOTT A

(Last) (First) (Middle)

C/O 5000 SOUTH BROAD STREET

(Street)

PHILADELPHIA, PA 19112

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
 URBAN OUTFITTERS INC
 [URBN]

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
 01/31/2014

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)

6. Individual or Joint/Group Reporting

(check applicable line)

Form Filed by One Reporting Person
 Form Filed by More than One Reporting Person

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 Shares	12/30/2013	Â	G	10,000 D \$ 0	2,490,000	D	Â

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

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SEC 2270 (9-02)

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

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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>(D)</u>	Â Â	06/02/2005	06/01/2014	Common Shares	80,000
Director Stock Options Right-to-buy	\$ 27.45	Â	Â	<u>(D)</u>	Â Â	12/13/2005	06/12/2015	Common Shares	50,000
Director Stock Options Right-to-buy	\$ 19.765	Â	Â	<u>(D)</u>	Â Â	05/23/2007	05/22/2016	Common Shares	20,000
Director Stock Options Right-to-buy	\$ 25.6	Â	Â	<u>(D)</u>	Â Â	05/22/2008	05/21/2017	Common Shares	20,000
Director Stock Options Right-to-buy	\$ 30.495	Â	Â	<u>(D)</u>	Â Â	05/20/2009	05/19/2018	Common Shares	20,000
Director Stock Options Right-to-buy	\$ 21.43	Â	Â	<u>(D)</u>	Â Â	05/19/2010	05/18/2016	Common Shares	20,000
Director Stock Options Right-to-buy	\$ 39.4	Â	Â	<u>(D)</u>	Â Â	05/18/2011	05/17/2017	Common Shares	20,000
Director Stock Options Right-to-buy	\$ 36.07	Â	Â	<u>(D)</u>	Â Â	05/17/2012	05/16/2018	Common Shares	20,000
Director Stock Options Right-to-buy	\$ 29.92	Â	Â	<u>(D)</u>	Â Â	05/22/2013	05/21/2019	Common Shares	20,000

Director
 Stock
 Options
 Right-to-buy

Common
 Shares

Director
 Stock
 Options
 Right-to-buy

\$ 46.02 \hat{A} \hat{A} (1) \hat{A} \hat{A} 05/28/2014 05/27/2020

Common
 Shares 20,00

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BELAIR SCOTT A C/O 5000 SOUTH BROAD STREET PHILADELPHIA, PA 19112	\hat{A} X	\hat{A}	\hat{A}	\hat{A}

Signatures

/s/ Scott A. 03/17/2014
 Belair

**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.