

URBAN OUTFITTERS INC  
 Form 5  
 March 17, 2014

**FORM 5**

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

OMB APPROVAL  
 OMB Number: 3235-0362  
 Expires: January 31, 2005  
 Estimated average burden hours per response... 1.0

Check 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

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

2. 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)  
 01/31/2014

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 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.

**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)

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

Edgar Filing: URBAN OUTFITTERS INC - Form 5

| 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    ^

^

(1)

^

^

05/28/2014 05/27/2020

Common  
Shares 20,000

## Reporting Owners

### Reporting Owner Name / Address

### Relationships

Director 10% Owner Officer Other

BELAIR SCOTT A  
C/O 5000 SOUTH BROAD STREET  
PHILADELPHIA, PA 19112

^ X

^

^

^

## Signatures

/s/ Scott A.  
Belair

03/17/2014

\*\*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.