

URBAN OUTFITTERS INC  
Form 5  
March 16, 2017

**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 \*  
HAYNE RICHARD 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)  
01/31/2017

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

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)
				(A) or (D) Amount Price			
Common Shares	09/16/2016	Â	G	140,000 D \$ 0	17,421,064	D	Â
Common Shares	Â	Â	(1)(2)	Â Â Â	23,584	I (3)	By Profit Sharing Fund (401(k) Plan)
Common Shares	Â	Â	(1)	Â Â Â	265,573	I (4)	By Trust

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Common Shares	Â	Â	(1)	Â	Â	Â	62,440	I (3)	By Hayne Foundation
Common Shares	Â	Â	(1)	Â	Â	Â	1,066,184	I (5)	By Spouse
Common Shares	Â	Â	(1)(2)	Â	Â	Â	11,349	I (6)	By spouse through Profit Sharing Fund (401(k) Plan)
Common Shares	Â	Â	(1)	Â	Â	Â	5,141,680	I (6) (7)	By spouse as Trustee

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.**

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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)	8. D S (I)
					(A) (D)	Date Exercisable Expiration Date	Title	Amount or Number of Shares
Performance Based Restricted Stock Unit (8)	Â	Â	Â	(1)	Â Â	Â (10) Â (10)	Common Shares	60,000
Performance Based Restricted Stock Unit	Â	Â	Â	(1)	Â Â	Â (11) Â (11)	Common Shares	20,000

## Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

