

URBAN OUTFITTERS INC

Form 5

March 17, 2014

FORM 5**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

OMB
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1. Name and Address of Reporting Person *
McDevitt Wendy B.

(Last) (First) (Middle)

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 of 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
____X____ Officer (give title below) ____ Other (specify below)
President, Terrain

6. Individual or Joint/Group Reporting

(check applicable line)

____X____ 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 Indirect Beneficial Ownership (Instr. 4)
Common Shares	Â	Â	(1)	Â Â Â	8,200	D	Â
Common Shares	Â	Â	(1)(2)	Â Â Â	5,281	I	By Profit Sharing Fund (401(k) Plan)

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**

SEC 2270
(9-02)

the form displays a currently valid OMB control number.

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 Underlying Security (Instr. 3 and 4)
					(A) (D)	Date Exercisable Expiration Date	Title Amount or Number of S
Employee Stock Options - right to buy	\$ 31.11	Â	Â	<u>(1)</u>	Â Â	01/18/2006 ⁽³⁾ 11/17/2015	Common Shares 80,
Employee Stock Options - right to buy	\$ 37.51	Â	Â	<u>(1)</u>	Â Â	08/19/2009 ⁽⁴⁾ 08/18/2015	Common Shares 35,
Employee Stock Options - right to buy	\$ 31.77	Â	Â	<u>(1)</u>	Â Â	08/26/2010 ⁽⁵⁾ 08/25/2016	Common Shares 25,
Stock Appreciation Right	\$ 32.8 ⁽⁶⁾	Â	Â	<u>(1)</u>	Â Â	09/08/2013 ⁽⁷⁾ 09/07/2018	Common Shares 29,
Performance Based Restricted Stock Unit	Â	Â	Â	<u>(1)</u>	Â Â	Â ⁽⁹⁾ Â ⁽⁹⁾	Common Shares 32,
Performance Based Restricted Stock Unit	Â	Â	Â	<u>(1)</u>	Â Â	Â ⁽¹⁰⁾ Â ⁽¹⁰⁾	Common Shares 65,
Performance Based Restricted Stock Unit ⁽¹²⁾	Â	Â	Â	<u>(1)</u>	Â Â	Â ⁽¹¹⁾ Â ⁽¹¹⁾	Common Shares 15,

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
McDevitt Wendy B. 5000 SOUTH BROAD STREET PHILADELPHIA, PA 19112	Â	Â	Â President, Terrain	Â

Signatures

/s/ Wendy B. 03/17/2014
McDevitt

__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) Report of fiscal year-end holdings only.
- (2) This line item reports the balance of shares in the Profit Sharing Trust after covering certain administrative costs of the Trustee as of the plan statement date of January 31, 2014.
- (3) Options vested in their entirety on January 18, 2006.
- (4) Vesting 20% per year over a five year period beginning one year from August 19, 2008, the date of grant.
- (5) Vesting 20% per year over a five year period beginning one year from August 26, 2009, the date of grant.
- (6) The Stock Appreciation Right ("SAR") entitles the reporting person, upon exercise, to the number of common shares with a fair market value on the exercise date equal to: (i) the excess of the fair market value of a common share on the exercise date over the base price of \$32.80, times (ii) the number of SAR shares exercised.
- (7) The SAR vests 50% on September 8, 2013, an additional 25% on September 8, 2014 and the remaining 25% on September 8, 2015.
- (8) Each Performance Based Restricted Stock Unit ("PSU") represents a contingent right to receive one of the issuer's common shares.
- (9) The PSUs are eligible to vest on April 1, 2015, contingent on the continued employment of the reporting person through such date and the satisfaction of certain performance measures relating to the issuer's compounded annual growth rate for operating profit for the fiscal years 2012, 2013, 2014, and 2015, as well as the average closing price of the issuer's common shares during fiscal year 2015.
- (10) The PSUs are eligible to vest on August 16, 2016, contingent on the continued employment of the reporting person through such date and the satisfaction of the requirement that the average closing price of the issuer's common shares be at least \$35.00 during the six month period before the vesting date; provided, however, that the number of PSUs that vest is limited to the number of PSUs multiplied by five times the fair market value of the issuer's common shares on the grant date, divided by the fair market value of the issuer's common shares on the day before the applicable vesting date. This limitation caps the fair market value of the award at five times the fair market value of the award on the grant date.
- (11) The PSUs are eligible to vest on April 1, 2015, contingent on the continued employment of the reporting person through such date and the satisfaction of certain performance measures relating to the issuer's compounded annual growth rate for operating profit for the fiscal years 2014 and 2015, as well as on the average closing price of the issuer's common shares being greater than the grant date price; provided, however, that the number of PSUs that vest is limited to the number of PSUs multiplied by five times the fair market value of the issuer's common shares on the grant date, divided by the fair market value of the issuer's common shares on the day before the applicable vesting date. This limitation caps the fair market value of the award at five times the fair market value of the award on the grant date.
- (12) The footnote disclosure regarding the grant of PSUs differs from the disclosure reported in the reporting person's Form 5 filed on March 15, 2013 due to a typographical error in the prior filing.

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.