

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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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 *
 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)
 01/31/2014

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

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 Indirect Beneficial Ownership (Instr. 4)
				(A) or (D) Amount Price			
Common Shares	07/23/2013	Â	G	117,650 D \$ 0	19,286,538	D	Â
Common Shares	Â	Â	(1)(2)	Â Â Â	22,633	I (3)	By Profit Sharing Fund (401(k) Plan)
Common Shares	Â	Â	(1)	Â Â Â	5,794,516	I (3)	By Richard A. Hayne GRAT #2

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Common Shares	Â	Â	<u>(1)</u>	Â	Â	Â	157,233	I <u>(11)</u>	By Richard and Margaret Hayne 2012 Trust
Common Shares	Â	Â	<u>(1)</u>	Â	Â	Â	138,223	I <u>(4)</u>	By David A. Hayne 2012 Trust
Common Shares	Â	Â	<u>(1)</u>	Â	Â	Â	127,350	I <u>(5)</u>	By Jessica M. Hayne 2012 Trust
Common Shares	Â	Â	<u>(1)</u>	Â	Â	Â	62,440	I <u>(3)</u>	By Hayne Foundation
Common Shares	Â	Â	<u>(1)</u>	Â	Â	Â	1,066,184	I <u>(6)</u>	By Spouse
Common Shares	Â	Â	<u>(1)(2)</u>	Â	Â	Â	10,892	I <u>(7)</u>	By spouse through Profit Sharing Fund (401(k) Plan)
Common Shares	Â	Â	<u>(1)</u>	Â	Â	Â	979	I <u>(7)</u>	By spouse as UGMA custodian for son
Common Shares	Â	Â	<u>(1)</u>	Â	Â	Â	1,368,078	I <u>(7)</u>	By spouse as Trustee
Common Shares	Â	Â	<u>(1)</u>	Â	Â	Â	1,368,078	I <u>(7)</u>	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
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	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Performance Based Restricted Stock Unit ⁽⁸⁾					Common shares	60,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HAYNE RICHARD A 5000 SOUTH BROAD STREET PHILADELPHIA, PA 19112	X	X	CEO and President	
Hayne Margaret 5000 SOUTH BROAD STREET PHILADELPHIA, PA 19112			President, Free People	

Signatures

/s/ Richard A. Hayne
03/17/2014
**Signature of Reporting Person Date

/s/ Margaret Hayne
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.
- (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) 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) Richard A. Hayne is a trustee of the David A. Hayne 2012 Trust, of which members of his immediate family are among the beneficiaries. Mr. Hayne disclaims beneficial ownership of the issuer's common shares held by the trust, except to the extent of his pecuniary interest therein.
- (5) Richard A. Hayne is a special trustee of the Jessica M. Hayne 2012 Trust, of which members of his immediate family are among the beneficiaries. Mr. Hayne disclaims beneficial ownership of the issuer's common shares held by the trust, except to the extent of his pecuniary interest therein.
- (6) 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.
- (7)

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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.

(8) The footnote disclosure regarding the grant of PSUs differs from the disclosure reported in Margaret A. Hayne's Form 4 filed on August 29, 2013 due to a typographical error in the prior filing.

(9) Each Performance Based Restricted Stock Unit ("PSU") represents a contingent right to receive one of the issuer's common shares.

The PSUs are eligible to vest on April 1, 2018, 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 2015, 2016, 2017 and 2018, 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 three 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 three times the fair market value of the award on the grant date.

(11) These shares are owned indirectly by Richard A. Hayne and indirectly by his spouse, Margaret Hayne. Both reporting persons disclaim 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.