

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 *
Hollinger Calvin

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)
Chief Administrative Officer

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

(City) (State) (Zip)

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) (A) or (D) Price	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)
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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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	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Security (Instr. 3 and 4)
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	Derivative Security		Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)			Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
	(A)	(D)	(A)	(D)	(A)					
Employee Stock Option - right to buy	\$ 37.51	Â	Â	(1)	Â	Â	Â (2)	08/18/2015	Common Shares	3,2
Employee Stock Option - right to buy	\$ 31.77	Â	Â	(1)	Â	Â	Â (3)	08/25/2016	Common Shares	12,
Performance Based Restricted Stock Unit	Â	Â	Â	(1)	Â	Â	Â (5)	Â (5)	Common Shares	15,
Stock Appreciation Right	\$ 32.8 (6)	Â	Â	(1)	Â	Â	09/08/2013(7)	09/07/2018	Common Shares	13,
Performance Based Restricted Stock Unit	Â	Â	Â	(1)	Â	Â	Â (8)	Â (8)	Common Shares	65,
Performance Based Restricted Stock Unit (13)	Â	Â	Â	(1)	Â	Â	Â (9)	Â (9)	Common Shares	15,
Performance Based Restricted Stock Unit	Â	Â	Â	(1)	Â	Â	Â (10)	Â (10)	Common Shares	60,
Performance Based Restricted Stock Unit (11)	Â	Â	Â	(1)	Â	Â	Â (12)	Â (12)	Common Shares	40,

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other

Hollinger Calvin
 5000 SOUTH BROAD STREET
 PHILADELPHIA, PA 19112

Signatures

/s/ Calvin
 Hollinger

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) Vesting 20% per year over a five year period beginning one year from August 19, 2008, the date of grant.
- (3) Vesting 20% per year over a five year period beginning one year from August 26, 2009, the date of grant.
- (4) Each Performance Based Restricted Stock Unit ("PSU") represents a contingent right to receive one of the issuer's common shares.
 The Performance Based Restricted Stock Units ("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.
- (5) 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.
 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.
- (8) 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.
- (9) The PSUs are eligible to vest 33% on February 25, 2018, contingent on the average closing price of the issuer's common shares being equal to or exceeds 100% of the fair market value on the grant date, and 67% on February 25, 2019, contingent on the average closing price of the issuer's common shares being equal to or exceeding \$45 per share; 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. Vesting is contingent on continued employment of the reporting person through such dates.
- (10) The footnote disclosure regarding the grant of PSUs differs from the disclosure reported in the reporting person's Form 4 filed on August 29, 2013 due to a typographical error in the prior filing.
- (11) 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

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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.

- (13) The footnote discloses regarding the grant of PSUs differs from the disclosure reported in the reporting person's Form 3 filed on July 3, 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.