#### **URBAN OUTFITTERS INC**

Form 5

March 01, 2006

### FORM 5

#### **OMB APPROVAL**

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

3235-0362 Number: January 31,

no longer subject to Section 16. Form 4 or Form 5 obligations

Check this box if

Expires: 2005 Estimated average

**OMB** 

### ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

burden hours per response...

1.0

may continue. See Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Form 3 Holdings Section 17(a) of the Public Utility Holding Company Act of 1935 or Section

Reported Form 4

30(h) of the Investment Company Act of 1940

Transactions Reported

1. Name and Address of Reporting Person \* 2. Issuer Name and Ticker or Trading 5. Relationship of Reporting Person(s) to

> Symbol **URBAN OUTFITTERS INC** [URBN]

(Check all applicable)

below)

(Last) (First)

STROUSE ROBERT H

(Middle)

3. Statement for Issuer's Fiscal Year Ended

\_X\_ Director Officer (give title

Issuer

below)

10% Owner Other (specify

(Month/Day/Year) 01/31/2006

C/O 1809 WALNUT STREET

(Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Reporting

Filed(Month/Day/Year)

(check applicable line)

PHILADELPHIA, Â PAÂ 19103

\_X\_ Form Filed by One Reporting Person Form Filed by More than One Reporting

(City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1.Title of	2. Transaction Date	2A. Deemed	3.	4. Securities	5. Amount of	6. Ownership	7. Nature of
Security	(Month/Day/Year)	Execution Date, if	Transaction	Acquired (A) or	Securities	Form: Direct	Indirect
(Instr. 3)		any	Code	Disposed of (D)	Beneficially	(D) or	Beneficial
		(Month/Day/Year)	(Instr. 8)	(Instr. 3, 4 and 5)	Owned at end	Indirect (I)	Ownership
				(4)	of Issuer's	(Instr. 4)	(Instr. 4)
				(A)	Fiscal Year		
				Of	110041 1041		

(Instr. 3 and 4)

Amount (D) Price

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 2270 (9-02)

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

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exercisable and	7. Title and Amount
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transaction	Number	Expiration Date	Underlying Securitie
Security	or Exercise		any	Code	of	(Month/Day/Year)	(Instr. 3 and 4)
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	2	

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	Derivative Security				Acq	oosed O) er. 3,				
					(A)	(D)	Date Exercisable	Expiration Date	Title	Amour or Number of Shar
Director Stock Options Right-to-Buy	\$ 4.26	Â	Â	(1)	Â	Â	06/25/2003	06/24/2012	Common Stock	80,00
Director Stock Options Right-to-Buy	\$ 4.32	Â	Â	Ш	Â	Â	06/04/2004	06/04/2013	Common Stock	80,00
Director Stock Options Right-to-Buy	\$ 13.72	Â	Â	<u>(1)</u>	Â	Â	06/02/2005	06/01/2014	Common Stock	80,00
Director Stock Options Right-to-buy	\$ 27.45	Â	Â	<u>(1)</u>	Â	Â	12/13/2005	06/12/2015	Common Stock	50,00

# **Reporting Owners**

Reporting Owner Name / Address	Relationships						
<b>FB</b>	Director	10% Owner	Officer	Othe			
STROUSE ROBERT H C/O 1809 WALNUT STREET	ÂΧ	Â	Â	Â			
PHILADELPHIA Â PAÂ 19103							

# **Signatures**

Robert H.
Strouse

\*\*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.

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