Edgar Filing: URBAN OUTFITTERS INC - Form 5

URBAN OUTFITTERS INC

Form 5

March 01, 2006

OMB APPROVAL

FORM 5 **OMB** UNITED STATES SECURITIES AND EXCHANGE COMMISSION 3235-0362 Number: Washington, D.C. 20549 Check this box if January 31, Expires: no longer subject 2005 to Section 16. Estimated average ANNUAL STATEMENT OF CHANGES IN BENEFICIAL Form 4 or Form burden hours per 5 obligations OWNERSHIP OF SECURITIES response... 1.0 may continue. See Instruction Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, 1(b). Form 3 Holdings Section 17(a) of the Public Utility Holding Company Act of 1935 or Section Reported 30(h) of the Investment Company Act of 1940 Form 4 Transactions Reported 1. Name and Address of Reporting Person * 2. Issuer Name and Ticker or Trading 5. Relationship of Reporting Person(s) to Issuer BELAIR SCOTT A Symbol **URBAN OUTFITTERS INC** (Check all applicable) [URBN] (Middle) 3. Statement for Issuer's Fiscal Year Ended (Last) (First) _X_ Director 10% Owner Officer (give title (Month/Day/Year) Other (specify below) below) 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) Code Disposed of (D) Beneficially (D) or Beneficial any (Month/Day/Year) (Instr. 8) (Instr. 3, 4 and 5) Owned at end Indirect (I) Ownership of Issuer's (Instr. 4) (Instr. 4) (A) Fiscal Year or (Instr. 3 and 4) Amount (D) Price Common Â Â Â Â Â Â (1) 3,356,000 D Stock

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.

SEC 2270 (9-02)

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

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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)		vative rities nired or osed O) r. 3,			7. Title and Amount Underlying Securitie (Instr. 3 and 4)	
					(A)	(D)	Date Exercisable	Expiration Date	Title	Amour or Number of Shar
Director Stock Options Right-to-Buy	\$ 2.61	Â	Â	<u>(1)</u>	Â	Â	05/22/1997	05/22/2006	Common Stock	80,00
Director Stock Options Right-to-Buy	\$ 1.66	Â	Â	(1)	Â	Â	05/21/1998	05/21/2007	Common Stock	80,00
Director Stock Options Right-to-Buy	\$ 2.09	Â	Â	(1)	Â	Â	05/20/1999	05/20/2008	Common Stock	80,00
Director Stock Options Right-to-Buy	\$ 3.27	Â	Â	(1)	Â	Â	05/19/2000	05/19/2009	Common Stock	80,00
Director Stock Options Right-to-Buy	\$ 1.23	Â	Â	(1)	Â	Â	05/24/2001	05/24/2010	Common Stock	80,00
Director Stock Options Right-to-Buy	\$ 1.87	Â	Â	(1)	Â	Â	05/23/2002	05/23/2011	Common Stock	80,00
Director Stock Options Right-to-Buy	\$ 4.13	Â	Â	(1)	Â	Â	06/26/2003	06/26/2012	Common Stock	80,00
Director Stock Options Right-to-Buy	\$ 4.32	Â	Â	<u>(1)</u>	Â	Â	06/04/2004	06/04/2013	Common Stock	80,00
	\$ 13.72	Â	Â	<u>(1)</u>	Â	Â	06/02/2005	06/01/2014		80,00

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Director Common Stock Stock **Options** Right-to-buy Director Stock Common Â Â Â 12/13/2005 06/12/2015 \$ 27.45 (1) 50,00 **Options** Stock Right-to-buy

Reporting Owners

Reporting Owner Name / Address	Relationships					
rr a g a m a m a m a m a m a m a m a m a m	Director	10% Owner	Officer	Other		
BELAIR SCOTT A C/O 1809 WALNUT STREET PHILADELPHIA, PA 19103	ÂX	Â	Â	Â		

Signatures

Scott A. Belair 02/28/2006

**Signature of Person 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.

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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