

HAYNE RICHARD A
Form 5
March 14, 2011

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)
01/31/2011

Director 10% Owner
 Officer (give title below) Other (specify below)
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 Stock | Â | Â | (1) | Â | Â | 27,467,205 | D (2) Â |
| Common Stock | Â | Â | (1)(3) | Â | Â | 22,251 | I (4) By Profit Sharing Fund (401(k) Plan) |
| Common Stock | Â | Â | (1) | Â | Â | 362,440 | I (4) by Hayne Foundation |

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| | | | | | | | | | |
|--------------|------------|---|---------------|-----------|---|------|-----------|--------------|---|
| Common Stock | Â | Â | <u>(1)</u> | Â | Â | Â | 1,066,184 | I <u>(5)</u> | By Spouse |
| Common Stock | Â | Â | <u>(1)(3)</u> | Â | Â | Â | 10,708 | I <u>(6)</u> | By spouse through Profit Sharing Fund (401(k) Plan) |
| Common Stock | Â | Â | <u>(1)</u> | Â | Â | Â | 979 | I <u>(6)</u> | By spouse as UGMA custodian for son |
| Common Stock | Â | Â | <u>(1)</u> | Â | Â | Â | 979 | I <u>(6)</u> | By spouse as UGMA custodian for daughter |
| Common Stock | 11/18/2010 | Â | G | 1,368,078 | D | \$ 0 | 1,368,078 | I | By GRAT |
| Common Stock | 11/18/2010 | Â | G | 1,368,078 | D | \$ 0 | 0 | I | By GRAT |
| Common Stock | 11/18/2010 | Â | G <u>(1)</u> | 1,368,078 | A | \$ 0 | 1,368,078 | I <u>(6)</u> | By spouse as Trustee |
| Common Stock | 11/18/2010 | Â | G <u>(1)</u> | 1,368,078 | A | \$ 0 | 1,368,078 | I <u>(6)</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. Price of Derivative Security (Instr. 5) | 9. of D Se O E Is Fi (I |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|----------------------------|
| | | | | | | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| | | | | | | (A) | (D) | | |

Reporting Owners

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

Signatures

/s/ Richard A.
Hayne

03/14/2011

**Signature of
Reporting Person

Date

/s/ Margaret
Hayne

03/14/2011

**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) These shares are owned directly 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.
 - (3) This line item reports the balance of shares in the Profit Sharing Trust after covering certain administrative costs of the Trustee.
 - (4) 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.
 - (5) 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.
 - (6) 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.

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.