

LAWSON JOEL S III  
 Form 5  
 March 14, 2011

**FORM 5**

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

OMB APPROVAL

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 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 \*  
 LAWSON JOEL S III

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)

C/O 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 Ownership (Instr. 4)
Common Stock	11/19/2010	^	G <sup>(1)</sup>	2,000 D \$ 0	85,000	D	^
Common Stock	^	^	U	^ ^ ^	14,400	I	By Trust

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

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SEC 2270 (9-02)

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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 Underlying Securities (Instr. 3 and 4)	
					(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Director Stock Options Right-to-Buy	\$ 13.72	Â	Â	(U)	Â Â	06/02/2005	06/01/2014	Common Stock	60,000
Director Stock Options Right-to-buy	\$ 27.45	Â	Â	(U)	Â Â	12/13/2005	06/12/2015	Common Stock	50,000
Director Stock Options Right-to-buy	\$ 19.765	Â	Â	(U)	Â Â	05/23/2007	05/22/2016	Common Stock	20,000
Director Stock Options Right-to-buy	\$ 25.6	Â	Â	(U)	Â Â	05/22/2008	05/21/2017	Common stock	20,000
Director Stock Options Right-to-buy	\$ 30.495	Â	Â	(U)	Â Â	05/20/2009	05/19/2018	Common Stock	20,000
Director Stock Options Right to Buy	\$ 21.43	Â	Â	(U)	Â Â	05/19/2010	05/18/2016	Common Stock	20,000
Director Stock Options Right to Buy	\$ 39.4	Â	Â	(U)	Â Â	05/18/2011	05/17/2017	Common Stock	20,000

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
LAWSON JOEL S III C/O 5000 SOUTH BROAD STREET PHILADELPHIA, PA 19112	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

## Signatures

/s/ Joel S.  
Lawson III

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.

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.