

URBAN OUTFITTERS INC
 Form 5
 February 23, 2009

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 Margaret

(Last) (First) (Middle)

5000 S. BROAD STREET

(Street)

PHILADELPHIA, PA 19112

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
 URBAN OUTFITTERS INC
 [URBN]

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
 01/31/2009

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)
 President, Free People

6. Individual or Joint/Group Reporting

(check applicable line)

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)
Common Stock	Â	Â	3 ⁽¹⁾⁽²⁾⁽³⁾	Â	Â	Â	Â	I	By Profit Sharing Fund
Common Stock	Â	Â	(2)	Â	Â	Â	979	I	As UGMA custodian for son
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Common Stock	Â	Â	<u>(2)</u>	Â	Â	Â	1,066,184	D	Â	daughter
Common Stock	Â	Â	<u>3⁽¹⁾⁽²⁾⁽⁴⁾</u>	Â	Â	Â	Â	I	Â	By spouse through Profit Sharing Fund
Common Stock	09/19/2008	Â	<u>G⁽⁵⁾</u>	5,500	D	\$ 0	367,940	I	Â	By spouse through Hayne Foundation
Common Stock	09/19/2008	Â	<u>G⁽⁵⁾</u>	5,500	D	\$ 0	362,440	I	Â	By spouse through Hayne Foundation
Common Stock	04/17/2008	Â	S4	1,221,000	D	\$ 32.0551	<u>35,389,390⁽⁶⁾</u>	I	Â	By spouse
Common Stock	04/18/2008	Â	S4	339,000	D	\$ 31.963	<u>35,050,390⁽⁶⁾</u>	I	Â	By spouse
Common Stock	09/15/2008	Â	S4	400,774	D	\$ <u>36.1269⁽⁷⁾</u>	<u>34,649,616⁽⁶⁾</u>	I	Â	By spouse
Common Stock	09/16/2008	Â	S4	987,226	D	\$ <u>35.6442⁽⁸⁾</u>	<u>33,662,390⁽⁶⁾</u>	I	Â	By spouse
Common Stock	Â	Â	<u>3⁽²⁾⁽⁹⁾</u>	Â	Â	Â	Â	I	Â	By spouse through GRAT
Common Stock	Â	Â	<u>3⁽²⁾⁽⁹⁾</u>	Â	Â	Â	Â	I	Â	By spouse

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 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	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 B O E Is
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of (D)
(Instr. 3,
4, and 5)

(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Hayne Margaret 5000 S. BROAD STREET PHILADELPHIA, PA 19112	Â	Â	Â President, Free People	Â

Signatures

/s/ Margaret Hayne
Date: 02/23/2009

**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) This line item reports the balance of shares in the Profit Sharing Trust after covering certain administrative costs of the Trustee.
- (2) Report of fiscal year-end holdings only.
- (3) The reporting person indirectly owned these shares on February 26, 2008, the date on which the reporting person became an executive officer of the issuer.
These shares were indirectly owned by the reporting person's spouse on February 26, 2008, the date on which the reporting person became an executive officer of the issuer. The reporting person disclaims beneficial ownership of these shares, except to the extent of any pecuniary interest therein.
- (4) The reporting person disclaims beneficial ownership of these shares, except to the extent of any pecuniary interest therein.
The pre-gift total of 373,440 shares were indirectly owned by the reporting person's spouse through the Hayne Foundation on February 26, 2008, the date on which the reporting person became an executive officer of the issuer. The reporting person disclaims beneficial ownership of these shares, except to the extent of any pecuniary interest therein.
- (5) The reporting person disclaims beneficial ownership of these shares, except to the extent of any pecuniary interest therein.
The price in Column 4 is a weighted average price. The prices actually received ranged from \$36.00 to \$36.60. The reporting person undertakes to provide upon request by the SEC staff, the issuer, or a security holder of the issuer, full information regarding the number of shares sold at each separate price within the range.
- (6) The reporting person disclaims beneficial ownership of these shares, except to the extent of any pecuniary interest therein.
The price in Column 4 is a weighted average price. The prices actually received ranged from \$35.50 to \$36.33. The reporting person undertakes to provide upon request by the SEC staff, the issuer, or a security holder of the issuer, full information regarding the number of shares sold at each separate price within the range.
- (7) The pre-sale total of 36,610,390 shares were directly owned by the reporting person's spouse on February 26, 2008, the date on which the reporting person became an executive officer of the issuer. During the issuer's fiscal year, the reporting person's spouse transferred 15,000,000 of these shares into a grantor retained annuity trust that the reporting person's spouse beneficially owns.
- (8) The reporting person disclaims beneficial ownership of these shares, except to the extent of any pecuniary interest therein.
- (9) The reporting person 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.