

HAYNE RICHARD A  
Form 5  
March 15, 2013

**FORM 5**

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

OMB APPROVAL

OMB Number: 3235-0362  
Expires: January 31, 2015  
Estimated average burden hours per response... 1.0

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)  
01/31/2013

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
CEO and 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)
				Amount	(A) or (D)	Price			
Common Shares	07/23/2012	Â	G	71,500	D	\$ 0	18,395,705	D	Â
Common Shares	10/23/2012	Â	G	52,600	D	\$ 0	18,343,105	D	Â
Common Shares	11/28/2012	Â	J <sup>(1)</sup>	3,205,484	A	\$ 0	21,548,589	D	Â
Common Shares	12/28/2012	Â	G	157,233	D	\$ 0	21,391,356	D	Â

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Common Shares	Â	Â	<u>(2)(3)</u>	Â	Â	Â	22,470	I <u>(4)</u>	By Profit Sharing Fund (401(k) Plan)
Common Shares	11/28/2012	Â	J <sup>(1)</sup>	3,205,484	D	\$ 0	5,794,516	I <u>(4)</u>	By Richard A. Hayne GRAT #2
Common Shares	12/28/2012	Â	G	157,233	A	\$ 0	157,233	I <u>(5)</u>	By Richard and Margaret Hayne 2012 Trust
Common Shares	Â	Â	<u>(2)</u>	Â	Â	Â	62,440	I <u>(4)</u>	By Hayne Foundation
Common Shares	Â	Â	<u>(2)</u>	Â	Â	Â	1,066,184	I <u>(6)</u>	By Spouse
Common Shares	Â	Â	<u>(2)(3)</u>	Â	Â	Â	10,813	I <u>(7)</u>	By spouse through Profit Sharing Fund (401(k) Plan)
Common Shares	Â	Â	<u>(2)</u>	Â	Â	Â	979	I <u>(7)</u>	By spouse as UGMA custodian for son
Common Shares	06/29/2012	Â	D	979	D	\$ 27.59	0	I <u>(7)</u>	By spouse as UGMA custodian for daughter
Common Shares	Â	Â	<u>(2)</u>	Â	Â	Â	1,368,078	I <u>(7)</u>	By spouse as Trustee
Common Shares	Â	Â	<u>(2)</u>	Â	Â	Â	1,368,078	I <u>(7)</u>	By spouse as Trustee
Common Shares	10/09/2012	Â	J <sup>(8)</sup>	138,223	A	\$ 0	138,223	I <u>(9)</u>	By David A. Hayne 2012 Trust
Common Shares	10/26/2012	Â	J <sup>(8)</sup>	98,332	A	\$ 0	98,332	I <u>(10)</u>	By Raheem L. Connelly 2012 Trust
Common Shares	12/19/2012	Â	J <sup>(8)</sup>	127,350	A	\$ 0	127,350	I <u>(11)</u>	By Jessica M. Hayne

Common Shares	12/20/2012	Â	J <sup>(8)</sup>	98,332	A	\$ 0	98,332	I <sup>(12)</sup>	2012 Trust By Sarah E. Connelly 2012 Trust
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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 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
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## Reporting Owners

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

## Signatures

/s/ Richard A. Hayne  
03/15/2013  
Date

/s/ Margaret Hayne  
03/15/2013  
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) Reflects the distribution and transfer on November 28, 2012 of 3,205,484 shares as an annuity payment from the GRAT #2 to the reporting person.
- (2) Report of fiscal year-end holdings only.
- (3) This line item reports the balance of shares in the Profit Sharing Trust after covering certain administrative costs of the Trustee as of the plan statement date of January 31, 2013.
- (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 indirectly by his spouse, Margaret Hayne. Both reporting persons disclaim 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 directly by his spouse, Margaret Hayne. Richard A. Hayne disclaims beneficial ownership of these shares, except to the extent of any pecuniary interest therein.
- (7) 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.
- (8) Issuer shares were transferred to the trust by the settlor and not by either of the reporting persons.  
Richard A. Hayne is a trustee of the David A. Hayne 2012 Trust, of which members of his immediate family are among the beneficiaries. Mr. Hayne disclaims beneficial ownership of the issuer's common shares held by the trust, except to the extent of his pecuniary interest therein.
- (9) Effective March 11, 2013, Richard A. Hayne resigned as special trustee of the Raheem L. Connelly 2012 Trust and is no longer required to report transactions or holdings of shares owned by such trust after such date.  
Richard A. Hayne is a special trustee of the Jessica M. Hayne 2012 Trust, of which members of his immediate family are among the beneficiaries. Mr. Hayne disclaims beneficial ownership of the issuer's common shares held by the trust, except to the extent of his pecuniary interest therein.
- (10) Effective March 13, 2013, Richard A. Hayne resigned as special trustee of the Sarah E. Connelly 2012 Trust and is no longer required to report transactions or holdings of shares owned by such trust after such date.

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.