

URBAN OUTFITTERS INC
 Form 5
 March 16, 2017

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 *
HAYNE RICHARD A
 (Last) (First) (Middle)

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

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
01/31/2017

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)
CEO

6. Individual or Joint/Group Reporting
 (check applicable line)

5000 SOUTH BROAD STREET
 (Street)

PHILADELPHIA, PA 19112
 (City) (State) (Zip)

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)	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)
				(A) or (D) Amount Price			
Common Shares	09/16/2016	Â	G	140,000 D \$ 0	17,421,064	D	Â
Common Shares	Â	Â	<u>(1)(2)</u>	Â Â Â	23,584	I <u>(3)</u>	By Profit Sharing Fund (401(k) Plan)
Common Shares	Â	Â	<u>(1)</u>	Â Â Â	265,573	I <u>(4)</u>	By Trust

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Common Shares	Â	Â	(1)	Â	Â	Â	62,440	I (3)	By Hayne Foundation
Common Shares	Â	Â	(1)	Â	Â	Â	1,066,184	I (5)	By Spouse
Common Shares	Â	Â	(1)(2)	Â	Â	Â	11,349	I (6)	By spouse through Profit Sharing Fund (401(k) Plan)
Common Shares	Â	Â	(1)	Â	Â	Â	5,141,680	I (6) (7)	By spouse as Trustee

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

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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. D S (I)
					(A) (D)	Date Exercisable Expiration Date	Title	Amount or Number of Shares
Performance Based Restricted Stock Unit (8)	Â	Â	Â	(1)	Â Â	Â (10) Â (10)	Common Shares	60,000
Performance Based Restricted Stock Unit	Â	Â	Â	(1)	Â Â	Â (11) Â (11)	Common Shares	20,000

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

