

URBAN OUTFITTERS INC  
 Form 5  
 March 01, 2006

**FORM 5**

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

OMB APPROVAL  
 OMB Number: 3235-0362  
 Expires: January 31, 2005  
 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 \*  
**BELAIR SCOTT A**  
  
 (Last) (First) (Middle)

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

5. Relationship of Reporting Person(s) to Issuer  
  
 (Check all applicable)

**C/O 1809 WALNUT STREET**  
 (Street)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)  
**01/31/2006**

Director  10% Owner  
 Officer (give title below)  Other (specify below)

**PHILADELPHIA, PA 19103**  
  
 (City) (State) (Zip)

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

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)	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			(1)	A A A	3,356,000	D	A

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)**

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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)		
					(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Director Stock Options Right-to-Buy	\$ 2.61	Â	Â	<u>(U)</u>	Â	Â	05/22/1997	05/22/2006	Common Stock	80,000
Director Stock Options Right-to-Buy	\$ 1.66	Â	Â	<u>(U)</u>	Â	Â	05/21/1998	05/21/2007	Common Stock	80,000
Director Stock Options Right-to-Buy	\$ 2.09	Â	Â	<u>(U)</u>	Â	Â	05/20/1999	05/20/2008	Common Stock	80,000
Director Stock Options Right-to-Buy	\$ 3.27	Â	Â	<u>(U)</u>	Â	Â	05/19/2000	05/19/2009	Common Stock	80,000
Director Stock Options Right-to-Buy	\$ 1.23	Â	Â	<u>(U)</u>	Â	Â	05/24/2001	05/24/2010	Common Stock	80,000
Director Stock Options Right-to-Buy	\$ 1.87	Â	Â	<u>(U)</u>	Â	Â	05/23/2002	05/23/2011	Common Stock	80,000
Director Stock Options Right-to-Buy	\$ 4.13	Â	Â	<u>(U)</u>	Â	Â	06/26/2003	06/26/2012	Common Stock	80,000
Director Stock Options Right-to-Buy	\$ 4.32	Â	Â	<u>(U)</u>	Â	Â	06/04/2004	06/04/2013	Common Stock	80,000
Director Stock Options Right-to-Buy	\$ 13.72	Â	Â	<u>(U)</u>	Â	Â	06/02/2005	06/01/2014	Common Stock	80,000

Director  
 Stock  
 Options  
 Right-to-buy

Common  
 Stock

Director  
 Stock  
 Options  
 Right-to-buy

\$ 27.45   

(1)

12/13/2005

06/12/2015

Common  
 Stock

50,000

## Reporting Owners

### Reporting Owner Name / Address

### Relationships

Director   10% Owner   Officer   Other

BELAIR SCOTT A  
 C/O 1809 WALNUT STREET  
 PHILADELPHIA, PA 19103

X

## Signatures

Scott A. Belair

02/28/2006

            
 \*\*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.

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