

URBAN OUTFITTERS INC
 Form 5
 March 01, 2006

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 *
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) Amount (D) Price	3,356,000	D	

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)

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

