

LAWSON JOEL S III
Form 5
March 15, 2013

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 *
LAWSON JOEL S III

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)

C/O 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)
Common Shares	12/12/2012		G	3,000 D	\$ 0 7,000	D	
Common Shares						I	by The Mary Ann B. Lawson 2012 Irrevocable Trust

Common Shares Â Â (1) Â Â Â 10,000 I by The Grace R. Lawson Family Trust

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. **Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.** 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 Underlying Securities (Instr. 3 and 4)
					(A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Director Stock Options Right-to-Buy	\$ 13.72	Â	Â	(1)	Â Â	06/02/2005 06/01/2014	Common Shares 60,000
Director Stock Options Right-to-buy	\$ 27.45	Â	Â	(1)	Â Â	12/13/2005 06/12/2015	Common Shares 50,000
Director Stock Options Right-to-buy	\$ 19.765	Â	Â	(1)	Â Â	05/23/2007 05/22/2016	Common Shares 20,000
Director Stock Options Right-to-buy	\$ 25.6	Â	Â	(1)	Â Â	05/22/2008 05/21/2017	Common Shares 20,000
Director Stock Options Right-to-buy	\$ 30.495	Â	Â	(1)	Â Â	05/20/2009 05/19/2018	Common Shares 20,000
Director Stock Options Right	\$ 21.43	Â	Â	(1)	Â Â	05/19/2010 05/18/2016	Common Shares 20,000

