

McDevitt Wendy B.
Form 5
March 14, 2012

FORM 5

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

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

OMB APPROVAL

OMB
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1. Name and Address of Reporting Person *
McDevitt Wendy B.

(Last) (First) (Middle)

5000 SOUTH BROAD STREET

(Street)

PHILADELPHIA, PA 19112

(City) (State) (Zip)

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

3. Statement of Issuer's Fiscal Year Ended
(Month/Day/Year)
01/31/2012

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
____X____ Officer (give title below) ____ Other (specify below)
President, Terrain

6. Individual or Joint/Group Reporting

(check applicable line)

____X____ 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 Indirect Beneficial Ownership (Instr. 4)
Common Stock	Â	Â	(1)	Â Â Â	8,200	D	Â
Common Stock	Â	Â	(1)(2)	Â Â Â	5,145	I	By Profit Sharing Fund (401(k) Plan)

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**

SEC 2270
(9-02)

the form displays a currently valid OMB control number.

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 Security (Instr. 3 and 4)
					(A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Employee Stock Options - right to buy	\$ 2.86	Â	Â	(1)	Â Â	04/01/2003 ⁽³⁾ 04/01/2012	Common Stock 16
Employee Stock Options - right to buy	\$ 4.25	Â	Â	(1)	Â Â	06/03/2004 ⁽⁴⁾ 06/03/2013	Common Stock 40
Employee Stock Options - right to buy	\$ 14.35	Â	Â	(1)	Â Â	01/31/2005 ⁽⁵⁾ 06/20/2014	Common Stock 20
Employee Stock Options - right to buy	\$ 31.11	Â	Â	(1)	Â Â	01/18/2006 ⁽⁶⁾ 11/17/2015	Common Stock 80
Employee Stock Options - right to buy	\$ 37.51	Â	Â	(1)	Â Â	08/19/2009 ⁽⁷⁾ 08/18/2015	Common Stock 35
Employee Stock Options - right to buy	\$ 31.77	Â	Â	(1)	Â Â	08/26/2010 ⁽⁸⁾ 08/25/2016	Common Stock 25
Stock Appreciation Right	\$ 32.8 ⁽⁹⁾	Â	Â	(1)	Â Â	09/08/2013 ⁽¹⁰⁾ 09/07/2018	Common Stock 29
Performance Based	Â	Â	Â	(1)	Â Â	Â ⁽¹²⁾ Â ⁽¹²⁾	Common Stock 32

Restricted
Stock Unit

Performance

Based

Restricted

Stock Unit

^

^

^

(1)

^

^

^ (13)

^ (13)

Common
Stock

65

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
McDevitt Wendy B. 5000 SOUTH BROAD STREET PHILADELPHIA, PA 19112	^	^	^ President, Terrain	^

Signatures

/s/ Wendy B.
McDevitt

03/14/2012

**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.
- (2) This line 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, 2012.
- (3) Vested 20% per year over a five year period beginning one year from April 1, 2002, the date of grant.
- (4) Vested 20% per year over a five year period beginning one year from June 3, 2003, the date of grant.
- (5) Vested 100% on 01/31/2005.
- (6) Options vest in their entirety on January 18, 2006. All common shares acquired upon exercise of these options are required to be held by the Reporting Person until 11/18/10.
- (7) Vesting 20% per year over a five year period beginning one year from August 19, 2008, the date of grant.
- (8) Vesting 20% per year over a five year period beginning one year from August 26, 2009, the date of grant.
- (9) The Stock Appreciation Right ("SAR") entitles the reporting person, upon exercise, to the number of shares of common stock with a fair market value on the exercise date equal to: (i) the excess of the fair market value of a share of common stock on the exercise date over the base price of \$32.80, times (ii) the number of SAR shares exercised.
- (10) The SAR vests 50% on September 8, 2013, an additional 25% on September 8, 2014 and the remaining 25% on September 8, 2015.
- (11) Each Performance Based Restricted Stock Unit ("PSU") represents a contingent right to receive one share of the issuer's common stock. The PSUs are eligible to vest on April 1, 2015, contingent on the continued employment of the reporting person through such date and
- (12) the satisfaction of certain performance measures relating to the issuer's compounded annual growth rate for operating profit for the fiscal years 2012, 2013, 2014, and 2015, as well as the average closing price of the issuer's common stock during fiscal year 2015.
- (13) The PSUs are eligible to vest on August 16, 2016, contingent on the continued employment of the reporting person through such date and the satisfaction of the requirement that the average closing price of the issuer's common shares be at least \$35.00 during the six month period before the vesting date; provided, however, that the number of PSUs that vest is limited to the number of PSUs multiplied by five times the fair market value of the issuer's common shares on the grant date, divided by the fair market value of the issuer's

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common shares on the day before the applicable vesting date. This limitation caps the fair market value of the award at five times the fair market value of the award on the grant 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.