

LAWSON JOEL S III

Form 5

March 15, 2013

FORM 5**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**
Washington, D.C. 20549Check 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
Number: 3235-0362Expires: January 31,
2005Estimated average
burden hours per
response... 1.01. Name and Address of Reporting Person *
LAWSON JOEL S III2. Issuer Name **and** Ticker or Trading
SymbolURBAN 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	Â	G	3,000 D \$ 0	7,000	D	Â
Common Shares	Â	Â	U	Â Â Â	75,000	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.

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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)

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)	Amount or Number of Shares
					(A) (D)	Date Exercisable Expiration Date	Title	
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

to Buy

Director

Stock Options Right to Buy	\$ 39.4	Â	Â	(1)	Â	Â	05/18/2011	05/17/2017	Common Shares	20,000
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Director

Stock Options Right to Buy	\$ 36.07	Â	Â	(1)	Â	Â	05/17/2012	05/16/2018	Common Shares	20,000
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Director

Stock Options Right to Buy	\$ 29.92	Â	Â	(1)	Â	Â	05/22/2013	05/21/2019	Common Shares	20,000
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Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

LAWSON JOEL S III C/O 5000 SOUTH BROAD STREET PHILADELPHIA, PA 19112	Â X	Â	Â	Â
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Signatures

/s/ Joel S.
Lawson III 03/15/2013

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.

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.