

LAWSON JOEL S III  
Form 5  
March 15, 2013

**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  
Number: 3235-0362  
Expires: January 31,  
2005  
Estimated average  
burden hours per  
response... 1.0

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)
				(A) or (D) Amount Price			
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.

**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 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	Â	(1)	Â      Â	06/02/2005      06/01/2014	Common Shares	60,000
Director Stock Options Right-to-buy	\$ 27.45      Â	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	Â	(1)	Â      Â	05/23/2007      05/22/2016	Common Shares	20,000
Director Stock Options Right-to-buy	\$ 25.6      Â	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	Â	(1)	Â      Â	05/20/2009      05/19/2018	Common Shares	20,000
Director Stock Options Right	\$ 21.43      Â	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.