

FORM 5

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL	
OMB Number:	3235-0362
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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.

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>Hayne Margaret</u> (Last) (First) (Middle) <u>5000 S. BROAD STREET</u> (Street) <u>PHILADELPHIA PA 19112</u> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>URBAN OUTFITTERS INC [URBN]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>President, Free People</u>
	3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year) <u>01/31/2009</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> 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)
				Amount	(A) or (D)	Price			
Common Stock			3 ⁽¹⁾⁽²⁾⁽³⁾				11,325	I	By Profit Sharing Fund
Common Stock			(2)				979	I	As UGMA custodian for son
Common Stock			(2)				979	I	As UGMA custodian for daughter
Common Stock			(2)				1,066,184	D	
Common Stock			3 ⁽¹⁾⁽²⁾⁽⁴⁾				23,534 ⁽¹⁾	I	By spouse through Profit Sharing Fund
Common Stock	09/19/2008		G ⁽⁵⁾	5,500	D	\$0	367,940	I	By spouse through Hayne Foundation
Common Stock	09/19/2008		G ⁽⁵⁾	5,500	D	\$0	362,440	I	By spouse through Hayne Foundation
Common Stock	04/17/2008		S4	1,221,000	D	\$32.0551	35,389,390 ⁽⁶⁾	I	By spouse
Common Stock	04/18/2008		S4	339,000	D	\$31.963	35,050,390 ⁽⁶⁾	I	By spouse
Common Stock	09/15/2008		S4	400,774	D	\$36.1269 ⁽⁷⁾	34,649,616 ⁽⁶⁾	I	By spouse
Common Stock	09/16/2008		S4	987,226	D	\$35.6442 ⁽⁸⁾	33,662,390 ⁽⁶⁾	I	By spouse
Common Stock			3 ⁽²⁾⁽⁹⁾				15,000,000 ⁽⁶⁾	I	By spouse through GRAT
Common Stock			3 ⁽²⁾⁽⁹⁾				18,662,390 ⁽⁶⁾	I	By spouse

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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