FORM 5

Form 3 Holdings Reported.

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington,	D.C.	20549

ANNUAL STATEMENT OF CHANGES IN BENEFICIAL **OWNERSHIP**

OMB APPROVAL OMB Number: 3235-0362 Estimated average burden

1.0

hours per response:

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934

Form 4	Transactions R	eported.	File				ne Securities Exch tment Company A									
	d Address of E	2. Issuer Name and Ticker or Trading Symbol URBAN OUTFITTERS INC [URBN]							5. Relationship of Reporting Person(s) to Issuer (Check all applicable) X Director X 10% Owner							
(Last) 5000 SOU	(Fir UTH BROA	st) (I	Middle)	3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year) 01/31/2012							X Officer (give title Other (specify below) CEO and President					
(Street) PHILAD	ELPHIA PÆ	A :	19112								6. Individual or Joint/Group Filing (Check Applicable Line) Form filed by One Reporting Person X Portion					
(City)	(Sta	ate) (2	Zip)								Pers	on				
			e I - Non-Deriv			uir	1				-		1			
1. Title of Se	curity (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date if any	Code (Ins		4. Securities Acq Of (D) (Instr. 3, 4				5. Amour Securitie Beneficia	es ially	Form	ership n: Direct	7. Nature of Indirect Beneficial	
				(Month/Day/Yea	ır) 8)		Amount	(A) or (D)	Price		Owned at Issuer's I Year (Inst 4)	Fiscal	(D) or Indired (Instr. 4	ect (I)	Ownership (Instr. 4)	
Common	Stock				(1)						18,46	7,205	I) (2)		
Common	Stock				(1)(3)						22,	308	:	I ⁽⁴⁾	By Profit Sharing Fund (401(k) Plan)	
Common	Stock				(1)						9,00	0,000	:	I ⁽⁴⁾	By GRAT #2	
Common	Stock		11/29/2011		G		300,000	D	\$0		62,	440		I ⁽⁴⁾	By Hayne Foundation	
Common	Stock				(1)						1,06	6,184		I ⁽⁵⁾	By Spouse	
Common	Stock				(1)(3)						10,	735		I (6)	By spouse through Profit Sharing Fund (401(k) Plan)	
Common	Stock				(1)						979			I (6)	By spouse as UGMA custodian for son	
Common	Stock				(1)						979			I (6)	By spouse as UGMA custodian for daughter	
Common	Common Stock			(1)					1,		1,368,078		I (6)	By spouse as Trustee		
Common Stock			(1)						1,368,078			I ⁽⁶⁾	By spouse as Trustee			
		Та	ble II - Derivat (e.g., p				, Disposed o				Owned					
Derivative Conversion Date Executive Security Or Exercise (Month/Day/Year) if any		3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	. Number 6	6. Da Expi	ate Exercisable and ration Date tth/Day/Year)	7. Title and Amount of Securities Underlying Derivative Security (Inst and 4)		8 0	8. Price of Derivative Security (Instr. 5) 8. Numb derivative Securiti Benefic Owned Followin Reporte Transac (Instr. 4)		ive ies cially ing ed ction(s)		Beneficial Ownership ct (Instr. 4)		

		Та	ble II - Deriva (e.g., p				ired, Disp options,		le sec		y Owned			
1. Title of	2. Conversion	3. Transaction	3A. Deemed	4. Transaction	6A)Nu	m (10e) r	6xDatisEblero	isΩadde and		a 6ti ares	8. Price of Derivative	9. Number of	10. Ownership	11. Nature
Security (instr. 3) an	or Exercise d PHCE SS of C Derivative A Security	(Month/Day/Year) Reporting Person	if any (Month/Day/Year)	Code (Instr. 8)	Deriv Secu Acqu (A) or Dispo	rities ired r	(Month/Day/Year)		Securities Underlying Derivative Security (Instr. 3 and 4)		Security (Instr. 5)	Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	Form: Direct (D) or Indirect (I) (Instr. 4)	Beneficial Ownership (Instr. 4)
(Last) 5000 SOI	I	 (First) AD STREET 	(Middle)		of (D) (Instr and 5	. 3, 4								
(Street)	ELPHIA 	PA I	19112				Date	Expiration		Amount or Number of				
(City)		(State)	(Zip)	\sqcup	(A)	(D)	Exercisable	Date	Title	Shares				
	d Address of Margaret	Reporting Person*												
(Last) 5000 S. E	BROAD ST	(First) REET	(Middle)											
(Street)														

Explanation of Responses:

(City)

PHILADELPHIA PA

1. Report of fiscal year-end holdings only.

(State)

- 2. These shares are owned directly by Richard A. Hayne and indirectly by his spouse, Margaret Hayne. Margaret Hayne disclaims beneficial ownership of these shares, except to the extent of any pecuniary interest therein.
- 3. This line item 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.
- 4. These shares are owned indirectly by Richard A. Hayne and indirectly by his spouse, Margaret Hayne. Margaret Hayne disclaims beneficial ownership of these shares, except to the extent of any pecuniary interest therein.
- 5. These shares are owned indirectly by Richard A. Hayne and directly by his spouse, Margaret Hayne. Richard A. Hayne disclaims beneficial ownership of these shares, except to the extent of any pecuniary interest therein.
- 6. These shares are owned indirectly by Richard A. Hayne and indirectly by his spouse, Margaret Hayne. Richard A. Hayne disclaims beneficial ownership of these shares, except to the extent of any pecuniary interest therein.

 /s/ Richard A. Hayne
 03/14/2012

 /s/ Margaret Hayne
 03/14/2012

 ** Signature of Reporting Person
 Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

19112

(Zip)

- * 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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 Number.