SEC Form 4

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP	STATEMENT	OF CHANGES	IN BENEFICIAL	OWNERSHIP
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Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940 OMB APPROVAL
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1. Name and Address of Reportine McCreight David W.	ng Person [*]	2. Issuer Name and Ticker or Trading Symbol <u>URBAN OUTFITTERS INC</u> [URBN]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner							
(Last) (First) 5000 SOUTH BROAD ST	(Middle) REET	3. Date of Earliest Transaction (Month/Day/Year) 11/25/2014	X below) below) CEO, Anthropologie Group							
(Street) PHILADELPHIA PA	19112	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) X Form filed by One Reporting Person Form filed by More than One Reporting							
(City) (State)	(Zip)	rivative Securities Acquired. Disposed of, or Benef	Person							

4. Securities Acquired (A) or 1. Title of Security (Instr. 3) 2. Transaction 7. Nature of 2A. Deemed 3. 5. Amount of 6. Ownership Form: Direct (D) or Indirect Execution Date, Transaction Disposed Of (D) (Instr. 3, 4 and 5) Securities Beneficially Indirect Beneficial Date (Month/Day/Year) if any Code (Instr. (Month/Dav/Year) 8) **Owned Following** (I) (Instr. 4) Ownership Reported (Instr. 4) (A) or (D) Transaction(s) (Instr. 3 and 4) v Price Code Amount

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

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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. Transa Code (8)				6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	v	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		(Instr. 4)		
Performance Based Restricted Stock Unit	(1)	11/25/2014		A		200,000		(2)	(2)	Common Shares	200,000	\$0	200,000	D	

Explanation of Responses:

1. Each Performance Based Restricted Stock Unit ("PSU") represents a contingent right to receive one of the issuer's common shares.

2. One-fourth of the total number of PSUs are eligible to vest on each of November 25, 2016, 2017, 2018 and 2019, contingent on the continued employment of the reporting person through such date, the satisfaction of certain performance measures relating to the issuer's average operating profit margin for the fiscal years 2016, 2017, 2018 and 2019, and the satisfaction of the requirement that the average closing price of the issuer's common shares be at least equal to the grant date price during the six month period before the applicable vesting date.

/s/ David W. McCreight

** Signature of Reporting Person Date

11/26/2014

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

 \ast 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.