

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

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

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>Hollinger Calvin</u>			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) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) Chief Administrative Officer		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <u>03/12/2015</u>			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		
5000 SOUTH BROAD STREET			4. If Amendment, Date of Original Filed (Month/Day/Year)					
(Street) PHILADELPHIA PA 19112								
(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 Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Shares	03/12/2015		M		10,425	A	\$32.8	10,425	D	
Common Shares	03/12/2015		D		7,794 ⁽¹⁾	D	\$43.875	2,631	D	
Common Shares	03/12/2015		F		1,279 ⁽²⁾	D	\$43.875	1,352	D	
Common Shares	03/12/2015		M		3,200	A	\$37.51	4,552	D	
Common Shares	03/12/2015		S		3,200	D	\$43.767 ⁽³⁾	1,352	D	
Common Shares	03/12/2015		M		12,000	A	\$31.77	13,352	D	
Common Shares	03/12/2015		S		12,000	D	\$43.707 ⁽⁴⁾	1,352	D	
Common Shares	03/16/2015		S		1,352	D	\$45.03	0	D	

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 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) (Instr. 4)	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
Stock Appreciation Right	\$32.8	03/12/2015		M		10,425		09/08/2013 ⁽⁵⁾	09/07/2018	Common Shares	10,425	\$0.00	3,475	D	
Employee Stock Options - right to buy	\$37.51	03/12/2015		M		3,200			08/18/2015	Common Shares	3,200	\$0.00	0	D	
Employee Stock Options - right to buy	\$31.77	03/12/2015		M		12,000			08/25/2016	Common Shares	12,000	\$0.00	0	D	

Explanation of Responses:

- Reflects the number of common shares retained by the issuer in connection with the reporting person's exercise of a stock-settled stock appreciation right ("SAR").
- Reflects the number of common shares retained by the issuer to satisfy tax withholding requirements in connection with the reporting person's exercise of a stock-settled SAR.
- The price in Column 4 is a weighted average price. The prices actually received ranged from \$43.74 to \$43.79. The reporting person undertakes to provide upon request by the SEC staff, the issuer, or a security holder of the issuer, full information regarding the number of shares sold at each separate price within the range.
- The price in Column 4 is a weighted average price. The prices actually received ranged from \$43.70 to \$43.74. The reporting person undertakes to provide upon request by the SEC staff, the issuer, or a security holder of the issuer, full information regarding the number of shares sold at each separate price within the range.
- The SAR vests 50% on September 8, 2013, an additional 25% on September 8, 2014 and the remaining 25% on September 8, 2015.
- Vested 20% per year over a five year period beginning one year from August 19, 2008, the date of grant.
- Vested 20% per year over a five year period beginning one year from August 26, 2009, the date of grant.

Remarks:

/s/ Calvin Hollinger 03/16/2015
** Signature of Reporting Person Date

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

* 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.