

URBAN OUTFITTERS INC
 Form 5
 March 17, 2014

FORM 5

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549**

OMB APPROVAL
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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

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

1. Name and Address of Reporting Person *
MARLOW TEDFORD G

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)
 01/31/2014

Director 10% Owner
 Officer (give title below) Other (specify below)
 CEO, Urban Outfitters Group

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) (A) or (D) Price	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)
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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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	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Security (Instr. 3 and 4)
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	Derivative Security				Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		Date Exercisable	Expiration Date	Title
	(A)	(D)	(A)	(D)	(A)	(D)			
Stock Appreciation Right	\$ 28.49 <u>(1)</u>	Â	Â	<u>(2)</u>	Â	Â	02/21/2013 <u>(3)</u>	02/20/2020 <u>(3)</u>	Common Shares
Restricted Stock Units	Â	Â	Â	<u>(2)</u>	Â	Â	Â <u>(5)</u>	Â <u>(5)</u>	Common Shares
Performance Based Restricted Stock Unit <u>(6)</u>	Â	Â	Â	<u>(2)</u>	Â	Â	Â <u>(7)</u>	Â <u>(7)</u>	Common shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MARLOW TEDFORD G 5000 SOUTH BROAD STREET PHILADELPHIA, PA 19112	Â	Â	Â CEO, Urban Outfitters Group	Â

Signatures

/s/ Tedford
Marlow

03/17/2014

 **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).
- The Stock Appreciation Right ("SAR") entitles the reporting person, upon exercise, to the number of common shares with a fair market value on the exercise date equal to: (i) the excess of a common share's fair market value on the date of exercise over its fair market value on the date of grant, times (ii) the number of SAR shares exercised; provided, however, that the number of common shares is limited to the number of SARs multiplied by five times the fair market value of the issuer's common shares on the grant date, divided by the fair market value of the issuer's common shares on the day before the applicable vesting date. This limitation caps the fair market value of the award at five times the fair market value of the award on the grant date.
- (1)
 - (2) Report of fiscal year-end holdings only.
 - (3) The SAR vests 33.33% on February 21, 2013, 33.33% on February 21, 2014 and 33.34% on February 21, 2015.
 - (4) Each Restricted Stock Unit ("RSU") represents a contingent right to receive one of the issuer's common shares.
 - (5)

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5,000 RSUs vest on March 25, 2014, with the remaining 5,000 RSUs vesting on March 25, 2015, contingent on the continued employment of the reporting person through such dates.

- (6) The footnote disclosure regarding the grant of PSUs differs from the disclosure reported in the reporting person's Form 4 filed on August 29, 2013 due to a typographical error in the prior filing.

The PSUs are eligible to vest on April 1, 2018, contingent on the continued employment of the reporting person through such date and the satisfaction of certain performance measures relating to the issuer's compounded annual growth rate for operating profit for the fiscal years 2015, 2016, 2017 and 2018, as well as on the average closing price of the issuer's common shares being greater than the grant date

- (7) price; provided, however, that the number of PSUs that vest is limited to the number of PSUs multiplied by three times the fair market value of the issuer's common shares on the grant date, divided by the fair market value of the issuer's common shares on the day before the applicable vesting date. This limitation caps the fair market value of the award at three times the fair market value of the award on the grant date.

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

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.