

LAWSON JOEL S III
 Form 5
 February 20, 2009

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 *
 LAWSON JOEL S III

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)
 01/31/2009

Director 10% Owner
 Officer (give title below) Other (specify below)

C/O 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) | 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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|--|--|-----------------------------------|
| Common Stock | 07/01/2008 | Â | G ⁽¹⁾ | 2,000 D \$ 0 | 92,000 | D | Â |
| Common Stock | Â | Â | U | Â Â Â | 14,400 | I | By Trust |

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

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SEC 2270 (9-02)

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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 Underlying Securities (Instr. 3 and 4) | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|--|--------------|----------------------------|
| | | | | | (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Director Stock Options Right-to-Buy | \$ 4.32 | Â | Â | (U) | Â Â | 06/04/2004 | 06/04/2013 | Common Stock | 80,000 |
| Director Stock Options Right-to-Buy | \$ 13.72 | Â | Â | (U) | Â Â | 06/02/2005 | 06/01/2014 | Common Stock | 80,000 |
| Director Stock Options Right-to-buy | \$ 27.45 | Â | Â | (U) | Â Â | 12/13/2005 | 06/12/2015 | Common Stock | 50,000 |
| Director Stock Options Right-to-buy | \$ 19.765 | Â | Â | (U) | Â Â | 05/23/2007 | 05/22/2016 | Common Stock | 20,000 |
| Director Stock Options Right-to-buy | \$ 25.6 | Â | Â | (U) | Â Â | 05/22/2008 | 05/21/2017 | Common stock | 20,000 |
| Director Stock Options Right-to-buy | \$ 30.495 | Â | Â | (U) | Â Â | 05/20/2009 | 05/20/2018 | Common Stock | 20,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--------------------------------|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| LAWSON JOEL S III | Â X | Â | Â | Â |

C/O 5000 SOUTH BROAD STREET
PHILADELPHIA, PA 19112

Signatures

/s/ Joel S.

02/20/2009

Lawson III

**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).

(1) Report of fiscal year-end holdings only.

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