

URBAN OUTFITTERS INC

Form 5

March 01, 2006

**FORM 5****UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**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

## OMB APPROVAL

OMB  
Number: 3235-0362Expires: January 31,  
2005Estimated average  
burden hours per  
response... 1.01. Name and Address of Reporting Person \*  
**HAYNE RICHARD A**

(Last) (First) (Middle)

**1809 WALNUT STREET**

(Street)

**PHILADELPHIA, PA 19103**

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading  
Symbol**URBAN OUTFITTERS INC**  
**[URBN]**3. Statement for Issuer's Fiscal Year Ended  
(Month/Day/Year)  
**01/31/2006**4. If Amendment, Date Original  
Filed(Month/Day/Year)5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

☒ Director ☒ 10% Owner  
☒ Officer (give title below) ☐ Other (specify below)  
**CEO**

6. Individual or Joint/Group Reporting

(check applicable line)

☒ Form Filed by One Reporting Person  
☐ Form Filed by More than One Reporting  
Person**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 Indirect Beneficial Ownership (Instr. 4)
				Amount	(A) or (D)	Price			
Common Stock	Â	Â	<u>(1)(2)</u>	Â	Â	Â	23,707 <sup>(1)</sup>	I	By Profit Sharing Fund
Common Stock	Â	Â	<u>(2)</u>	Â	Â	Â	3,492,306	I	By Irrevocable Trust
Common Stock	Â	Â	<u>(2)</u>	Â	Â	Â	3,492,306	I	By Irrevocable Trust

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Common Stock	Â	Â	2	Â	Â	Â	1,065,984	I	By Spouse
Common shares	12/15/2005	Â	G	30,000	D	\$ 0	165,740	I	by Hayne Foundation
Common shares	12/15/2005	Â	G	3,000	D	\$ 0	162,740	I	by Hayne Foundation
Common shares	12/15/2005	Â	G	3,000	D	\$ 0	159,740	I	by Hayne Foundation
Common shares	12/21/2005	Â	G	300,000	D	\$ 0	40,610,390	D	Â
Common shares	12/21/2005	Â	G	300,000	A	\$ 0	459,740	I	by Hayne Foundation

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

**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 control number.**

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 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 Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. of Derivative Securities (Instr. 5)
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
					(A) (D)				

## Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
HAYNE RICHARD A 1809 WALNUT STREET PHILADELPHIA, PA 19103	Â X Â X Â CEO Â

## Signatures

Richard A.  
Hayne  
02/28/2006  
Date

Signature of  
Reporting Person

## 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) This line item reports the balance of shares in the Profit Sharing Trust after covering certain administrative costs of the Trustee.
- (2) Report of fiscal year-end holdings only.

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.