

URBAN OUTFITTERS INC
Form 5
February 26, 2008

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: 3235-0362
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1. Name and Address of Reporting Person *
LAWSON JOEL S III

(Last) (First) (Middle)

C/O 5000 SOUTH BROAD
STREET

(Street)

PHILADELPHIA, PA 19112

(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)
01/31/2008

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)

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 Ownership (Instr. 4)
Common Stock	12/03/2007	Â	G ⁽¹⁾	2,000 D \$ 0	94,000	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	\$ 4.13	Â	Â	(1)	Â Â	06/26/2003 06/26/2012	Common Stock 80,000
Director Stock Options Right-to-Buy	\$ 4.32	Â	Â	(1)	Â Â	06/04/2004 06/04/2013	Common Stock 80,000
Director Stock Options Right-to-Buy	\$ 13.72	Â	Â	(1)	Â Â	06/02/2005 06/01/2014	Common Stock 80,000
Director Stock Options Right-to-buy	\$ 27.45	Â	Â	(1)	Â Â	12/13/2005 06/12/2015	Common Stock 50,000
Director Stock Options Right-to-buy	\$ 19.765	Â	Â	(1)	Â Â	05/23/2007 05/22/2016	Common Stock 20,000
Director Stock Options Right-to-buy	\$ 25.6	Â	Â	(1)	Â Â	05/22/2008 05/21/2017	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.
Lawson III

02/26/2008

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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