SENK GLEN T
Form 5
February 20, 2009

FORM 5

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

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

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 *
SENK GLEN T

(Last) (First) (Middle)

5000 SOUTH BROAD STREET

(Street)

PHILADELPHIA,Â PAÂ 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)
01/31/2009

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

__X__ Director _____ 10% Owner
__X__ Officer (give title below) _____ Other (specify below)
Chief Executive Officer

6. Individual or Joint/Group Reporting

(check applicable line)

_X_ 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	(1)	Â	Â	Â	400,000 (2)	D	Â
Common Stock	Â	Â	(1)(3)	Â	Â	Â	5,042 (3)	I	By Profit Sharing Fund Trust

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

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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 an Underlyin (Instr. 3 ar
					(A)	(D)	Date Exercisable	Expiration Date	Title
Employee Stock Options - right to buy	$ 14.35	Â	Â	(1)	Â	Â	01/31/2005(4)	06/20/2014	Commor Stock
Employee Stock Options - right to buy	$ 31.11	Â	Â	(1)	Â	Â	01/18/2006(5)	11/17/2015	Commor Stock
Performance-Based Restricted Stock Unit	Â	Â	Â	(1)	Â	Â	Â (8)	Â (8)	Commor Stock (7)
Performance-Based Restricted Stock Unit	Â	Â	Â	(1)	Â	Â	Â (9)	Â (9)	Commor Stock (7)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SENK GLEN T 5000 SOUTH BROAD STREET PHILADELPHIA,Â PAÂ 19112	Â X	Â	Â Chief Executive Officer	Â

Signatures

/s/ Glen T. Senk 02/20/2009

**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.

(2) Shares represent restricted stock granted by the issuer's Board of Directors.

(3) This line item reports the balance of shares in the Profit Sharing Trust after covering certain administrative costs of the Trustee.

(4) Options vested in their entirety on January 31, 2005. All common shares acquired upon exercise of these options are required to be held by the Reporting Person for one year after the date of exercise of the option, except that the Reporting Person may sell such number of shares as is required to satisfy his tax obligations resulting from such exercise.

(5) Options vested in their entirety on January 18, 2006. All common shares acquired upon exercise of these options are required to be held by the Reporting Person until 11/18/10.

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

(7) The reporting person was granted a number of PSUs equal to $1,000,000 divided by the Fair Market Value of the issuer's common stock on the date of grant, totaling 30,184.123 shares. Any fractional shares will be paid in cash.

(8) Vest January 31, 2010 assuming that certain performance measures relating to the issuer's operating profits and fair market value of the issuer's common stock are met. If the reporting person's employment is terminated before January 31, 2010, the PSUs are forfeited.

(9) Vest January 31, 2011 assuming that certain performance measures relating to the issuer's operating profits and fair market value of the issuer's common stock are met. If the reporting person's employment is terminated before January 31, 2011, the PSUs are forfeited.

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.