

FORM 5

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL	
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ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

- 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.

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* HAYNE RICHARD A			2. Issuer Name and Ticker or Trading Symbol URBAN OUTFITTERS INC [URBN]			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) CEO		
(Last) (First) (Middle) C/O 5000 SOUTH BROAD STREET			3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year) 01/31/2021			6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person		
(Street) PHILADELPHIA PA 19112			4. If Amendment, Date of Original Filed (Month/Day/Year)					
(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 Indirect Beneficial Ownership (Instr. 4)
				Amount	(A) or (D)	Price			
Common Shares	07/16/2020		G	2,800,000	D	\$0.00	16,390,491	D	
Common Shares	12/29/2020		G	38,450	D	\$0.00	16,352,041	D	
Common Shares	12/29/2020		G	57,700	D	\$0.00	16,294,341	D	
Common Shares			(1)(2)				23,486	I(3)	By Profit Sharing Fund (401(k) Plan)
Common Shares			(1)				265,573	I(4)	By Trust
Common Shares							35,140	I(3)	By Hayne Foundation
Common Shares			(1)				1,079,944	I(5)	By Spouse
Common Shares			(1)(2)				11,303	I(6)	By spouse through Profit Sharing Fund (401(k) Plan)
Common Shares							5,100,796	I(6)(7)	By spouse as Trustee

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 Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
					(A)	(D)	Date Exercisable	Expiration Date					
Performance Based Restricted Stock Unit	(8)			(1)			(9)	(9)	Common Shares	10,000	10,000	I	By spouse
Performance Based Restricted Stock Unit	(8)			(1)			(10)	(10)	Common Shares	30,000	30,000	I	By spouse

1. Name and Address of Reporting Person*
HAYNE RICHARD A

(Last)	(First)	(Middle)
C/O 5000 SOUTH BROAD STREET		
<hr/>		
(Street)		
PHILADELPHIA	PA	19112
<hr/>		
(City)	(State)	(Zip)
1. Name and Address of Reporting Person*		
Hayne Margaret		
<hr/>		
(Last)	(First)	(Middle)
5000 SOUTH BROAD STREET		
<hr/>		
(Street)		
PHILADELPHIA	PA	19112
<hr/>		
(City)	(State)	(Zip)

Explanation of Responses:

1. Report of fiscal year-end holdings only.
2. This line item reports the balance of shares in the Profit Sharing Trust after covering certain administrative costs of the Trustee as of the plan statement date of January 31, 2021.
3. These shares are owned indirectly by Richard A. Hayne and indirectly by his spouse, Margaret Hayne. Margaret Hayne disclaims beneficial ownership of these shares, except to the extent of any pecuniary interest therein.
4. These shares are held by two trusts, of which members of Richard A. Hayne's immediate family are among the beneficiaries. Mr. Hayne serves as trustee of each trust and disclaims beneficial ownership of the issuer's common shares held by the trusts, except to the extent of his pecuniary interest therein.
5. These shares are owned indirectly by Richard A. Hayne and directly by his spouse, Margaret Hayne. Richard A. Hayne disclaims beneficial ownership of these shares, except to the extent of any pecuniary interest therein.
6. These shares are owned indirectly by Richard A. Hayne and indirectly by his spouse, Margaret Hayne. Richard A. Hayne disclaims beneficial ownership of these shares, except to the extent of any pecuniary interest therein.
7. These shares are owned by seven trusts, of which members of Margaret Hayne's immediate family are among the beneficiaries.
8. Each Performance Based Restricted Stock Unit ("PSU") represents a contingent right to receive one of the issuer's common shares.
9. The total number of PSUs were eligible to vest on February 28, 2021, contingent on the continued employment of the reporting person through such date and the satisfaction of certain performance measures relating to the issuer's average operating profit margin for the fiscal years 2018, 2019, 2020 and 2021; provided, however, that on the vesting date, the number of PSUs that vest is limited to the number of PSUs multiplied by three times the fair market value ("FMV") of the issuer's common shares on the grant date, divided by the FMV of the issuer's common shares on the day before the vesting date. This limitation caps the number of shares that may be registered under the award at three times the FMV of the award on the grant date.
10. One-third of the total number of PSUs are eligible to vest on each of February 25, 2022, 2023 and 2024, contingent on the continued employment of the reporting person through such date and the satisfaction of certain performance measures relating to the issuer's average operating profit margin for the fiscal years 2021, 2022, 2023 and 2024.

Remarks:

/s/ Richard A. Hayne /s/
Margaret Hayne 03/17/2021
 ** Signature of Reporting Person Date

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

* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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 Number.