

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

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

OMB APPROVAL

OMB Number: 3235-0362

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hours per response: 1.0

<p>1. Name and Address of Reporting Person*</p> <p><u>HAYNE RICHARD A</u></p> <hr/> <p>(Last) (First) (Middle)</p> <p><u>5000 SOUTH BROAD STREET</u></p> <hr/> <p>(Street)</p> <p><u>PHILADELPHIA PA 19112</u></p> <hr/> <p>(City) (State) (Zip)</p>	<p>2. Issuer Name and Ticker or Trading Symbol</p> <p><u>URBAN OUTFITTERS INC [URBN]</u></p> <hr/> <p>3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)</p> <p><u>01/31/2013</u></p> <hr/> <p>4. If Amendment, Date of Original Filed (Month/Day/Year)</p>	<p>5. Relationship of Reporting Person(s) to Issuer (Check all applicable)</p> <p><input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner</p> <p><input checked="" type="checkbox"/> Officer (give title below) Other (specify below)</p> <p style="text-align: center;">CEO and President</p> <hr/> <p>6. Individual or Joint/Group Filing (Check Applicable Line)</p> <p><input checked="" type="checkbox"/> Form filed by One Reporting Person</p> <p><input type="checkbox"/> Form filed by More than One Reporting Person</p>
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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	07/23/2012		G	71,500	D	\$0	18,395,705	D	
Common Shares	10/23/2012		G	52,600	D	\$0	18,343,105	D	
Common Shares	11/28/2012		J ⁽¹⁾	3,205,484	A	\$0	21,548,589	D	
Common Shares	12/28/2012		G	157,233	D	\$0	21,391,356	D	
Common Shares			(2)(3)				22,470	I ⁽⁴⁾	By Profit Sharing Fund (401(k) Plan)
Common Shares	11/28/2012		J ⁽¹⁾	3,205,484	D	\$0	5,794,516	I ⁽⁴⁾	By Richard A. Hayne GRAT #2
Common Shares	12/28/2012		G	157,233	A	\$0	157,233	I ⁽⁵⁾	By Richard and Margaret Hayne 2012 Trust
Common Shares			(2)				62,440	I ⁽⁴⁾	By Hayne Foundation
Common Shares			(2)				1,066,184	I ⁽⁶⁾	By Spouse
Common Shares			(2)(3)				10,813	I ⁽⁷⁾	By spouse through Profit Sharing Fund (401(k) Plan)
Common Shares			(2)				979	I ⁽⁷⁾	By spouse as UGMA custodian for son
Common Shares	06/29/2012		D	979	D	\$27.59	0	I ⁽⁷⁾	By spouse as UGMA custodian for daughter
Common Shares			(2)				1,368,078	I ⁽⁷⁾	By spouse as Trustee
Common Shares			(2)				1,368,078	I ⁽⁷⁾	By spouse as Trustee

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	10/09/2012		J ⁽⁸⁾	138,223	A	\$0	138,223	I ⁽⁹⁾	By David A. Hayne 2012 Trust
Common Shares	10/26/2012		J ⁽⁸⁾	98,332	A	\$0	98,332	I ⁽¹⁰⁾	By Raheem L. Connelly 2012 Trust
Common Shares	12/19/2012		J ⁽⁸⁾	127,350	A	\$0	127,350	I ⁽¹¹⁾	By Jessica M. Hayne 2012 Trust
Common Shares	12/20/2012		J ⁽⁸⁾	98,332	A	\$0	98,332	I ⁽¹²⁾	By Sarah E. Connelly 2012 Trust

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					

1. Name and Address of Reporting Person*

[HAYNE RICHARD A](#)

(Last) (First) (Middle)

5000 SOUTH BROAD STREET

(Street)

PHILADELPHIA PA 19112

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[Hayne Margaret](#)

(Last) (First) (Middle)

5000 SOUTH BROAD STREET

(Street)

PHILADELPHIA PA 19112

(City) (State) (Zip)

Explanation of Responses:

- Reflects the distribution and transfer on November 28, 2012 of 3,205,484 shares as an annuity payment from the GRAT #2 to the reporting person.
- Report of fiscal year-end holdings only.
- 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, 2013.
- 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.
- These shares are owned indirectly by Richard A. Hayne and indirectly by his spouse, Margaret Hayne. Both reporting persons disclaim beneficial ownership of these shares, except to the extent of any pecuniary interest therein.
- 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.
- 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.
- Issuer shares were transferred to the trust by the settlor and not by either of the reporting persons.
- Richard A. Hayne is a trustee of the David A. Hayne 2012 Trust, of which members of his immediate family are among the beneficiaries. Mr. Hayne disclaims beneficial ownership of the issuer's common shares held by the trust, except to the extent of his pecuniary interest therein.
- Effective March 11, 2013, Richard A. Hayne resigned as special trustee of the Raheem L. Connelly 2012 Trust and is no longer required to report transactions or holdings of shares owned by such trust after such date.
- Richard A. Hayne is a special trustee of the Jessica M. Hayne 2012 Trust, of which members of his immediate family are among the beneficiaries. Mr. Hayne disclaims beneficial ownership of the issuer's common shares held by the trust, except to the extent of his pecuniary interest therein.
- Effective March 13, 2013, Richard A. Hayne resigned as special trustee of the Sarah E. Connelly 2012 Trust and is no longer required to report transactions or holdings of shares owned by such trust after such date.

/s/ Richard A. Hayne

03/15/2013

/s/ Margaret Hayne

03/15/2013

** 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.