

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

OMB APPROVAL	
OMB Number:	3235-0104
Estimated average burden hours per response:	0.5

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* <u>Hollinger Calvin</u> (Last) (First) (Middle) 5000 SOUTH BROAD STREET (Street) PHILADELPHIA PA 19112 (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 07/01/2013	3. Issuer Name and Ticker or Trading Symbol <u>URBAN OUTFITTERS INC [URBN]</u>	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Chief Administrative Officer</u>	5. If Amendment, Date of Original Filed (Month/Day/Year) 6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Employee Stock Option - right to buy	08/19/2009 ⁽¹⁾	08/18/2015	Common shares	3,200	37.51	D	
Employee Stock Option - right to buy	08/26/2010 ⁽²⁾	08/25/2016	Common shares	12,000	31.77	D	
Performance Based Restricted Stock Unit	(3)	(3)	Common shares	15,100	(4)	D	
Stock Appreciation Right	09/08/2013 ⁽⁵⁾	09/07/2018	Common shares	13,900	32.8 ⁽⁶⁾	D	
Performance Based Restricted Stock Unit	(7)	(7)	Common shares	65,000	(4)	D	
Performance Based Restricted Stock Unit	(8)	(8)	Common shares	15,000	(4)	D	
Performance Based Restricted Stock Unit	(9)	(9)	Common shares	60,000	(4)	D	

Explanation of Responses:

- Vesting 20% per year over a five year period beginning one year from August 19, 2008, the date of grant.
- Vesting 20% per year over a five year period beginning one year from August 26, 2009, the date of grant.
- The Performance Based Restricted Stock Units ("PSUs") are eligible to vest on April 1, 2015, contingent on the continued employment of the reporting person through such date and the satisfaction of certain performance measures relating to the issuer's compounded annual growth rate for operating profit for the fiscal years 2012, 2013, 2014, and 2015, as well as the average closing price of the issuer's common shares during fiscal year 2015.
- Each PSU represents a contingent right to receive one share of the issuer's common stock.
- The SAR vests 50% on September 8, 2013, an additional 25% on September 8, 2014 and the remaining 25% on September 8, 2015.
- The Stock Appreciation Right ("SAR") entitles the reporting person, upon exercise, to the number of common shares with a fair market value on the exercise date equal to: (i) the excess of the fair market value of a common share on the exercise date over the base price of \$32.80, times (ii) the number of SAR shares exercised.
- The PSUs are eligible to vest on August 16, 2016, contingent on the continued employment of the reporting person through such date and the satisfaction of the requirement that the average closing price of the issuer's common shares be at least \$35.00 during the six month period before the vesting date; provided, however, that the number of PSUs that vest is limited to the number of PSUs multiplied by five times the fair market value of the issuer's common shares on the grant date, divided by the fair market value of the issuer's common shares on the day before the applicable vesting date. This limitation caps the fair market value of the award at five times the fair market value of the award on the grant date.
- The PSUs are eligible to vest on April 1, 2015, contingent on the continued employment of the reporting person through such date and the satisfaction of certain performance measures relating to the issuer's compounded annual growth rate for operating profit for the fiscal years 2014 and 2015, as well as on the average closing price of the issuer's common shares being less than the grant date price; provided, however, that the number of PSUs that vest is limited to the number of PSUs multiplied by five times the fair market value of the issuer's common shares on the day before the applicable vesting date. This limitation caps the fair market value of the award at five times the fair market value of the award on the grant date.
- The PSUs are eligible to vest 33% on February 25, 2018, contingent on on the average closing price of the issuer's common shares being equal to or exceeding 100% of the fair market value on the grant date, and 67% on February 25, 2019, contingent on on the average closing price of the issuer's common shares being equal to or exceeding \$45 per share, provided, however, that the number of PSUs that vest is limited to the number of PSUs multiplied by five times the fair market value of the issuer's common shares on the grant date, divided by the fair market value of the issuer's common shares on the day before the applicable vesting date. This limitation caps the fair market value of the award at five times the fair market value of the award on the grant date. Vesting is contingent on continued employment of the reporting person through such dates.

/s/ Calvin Hollinger 07/03/2013

** 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 5 (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.

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