SEC Form 5

FORM 5

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

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*	2. Issuer Name **and** Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)

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 of Original Filed (Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer (Check all applicable)

X Director   ☐ 10% Owner

☐ Officer (give title below)   ☐ Other (specify below)

6. Individual or Joint/Group Filing (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	12/03/2007		G(1)	2,000	D	$0	94,000	D	
Common Stock			(1)				14,400	I	By 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	Title	Amount or Number of Shares				
Director Stock Options Right-to-Buy	$4.13			(1)			06/26/2003	06/26/2012	Common Stock	80,000		80,000	D	
Director Stock Options Right-to-Buy	$4.32			(1)			06/04/2004	06/04/2013	Common Stock	80,000		80,000	D	
Director Stock Options Right-to-Buy	$13.72			(1)			06/02/2005	06/01/2014	Common Stock	80,000		80,000	D	
Director Stock Options Right-to-buy	$27.45			(1)			12/13/2005	06/12/2015	Common Stock	50,000		50,000	D	
Director Stock Options Right-to-buy	$19.765			(1)			05/23/2007	05/22/2016	Common Stock	20,000		20,000	D	
Director Stock Options Right-to-buy	$25.6			(1)			05/22/2008	05/21/2017	Common stock	20,000		20,000	D	

Explanation of Responses:

1. Report of fiscal year-end holdings only.

/s/ Joel S. Lawson III   02/26/2008

** 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.