

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* <u>HAYNE RICHARD A</u> (Last) (First) (Middle) 5000 SOUTH BROAD STREET (Street) PHILADELPHIA PA 19112 (City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol <u>URBAN OUTFITTERS INC [URBN]</u> | 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) President |
| | 3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year) 06/05/2009 | |
| 4. If Amendment, Date of Original Filed (Month/Day/Year) 01/31/2009 | | |

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 | | | (1) | | | | 21,462,390 | D(2) | |

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 S. BROAD STREET
 (Street)
 PHILADELPHIA PA 19112
 (City) (State) (Zip)

Explanation of Responses:

- Report of fiscal year-end holdings only.
- The number of common shares reported as directly owned by Richard Hayne on his Form 4 filed November 24, 2004 should have been 22,295,928. The number of shares reported as directly owned by Mr. Hayne on that Form 4 was 20,895,928, which amount inadvertently omitted certain shares that Mr. Hayne had pledged to a third party pursuant to a prepaid variable forward share transaction entered into by Mr. Hayne on June 16, 2004 and reported on his Form 4 filed June 17, 2004. Taking into account subsequent stock splits and other transactions entered into by Mr. Hayne, the total amount of common shares directly owned on Mr. Hayne's Form 5 filed February 23, 2009 should have been 21,462,390. As a result, the number of common shares reported as indirectly owned by Mr. Hayne's spouse, Margaret Hayne, on her Form 5 filed February 23, 2009 was also inadvertently misstated and should have been 21,462,390.

/s/ Richard A. Hayne

06/05/2009

/s/ Margaret Hayne

06/05/2009

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.