

URBAN OUTFITTERS INC
 Form 5
 March 01, 2006

FORM 5

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549**

OMB APPROVAL
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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 OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person *
LAWSON JOEL S III

 (Last) (First) (Middle)

2. Issuer Name and Ticker or Trading Symbol
**URBAN OUTFITTERS INC
 [URBN]**

5. Relationship of Reporting Person(s) to Issuer

 (Check all applicable)

C/O 1809 WALNUT STREET
 (Street)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
01/31/2006

Director 10% Owner
 Officer (give title below) Other (specify below)

PHILADELPHIA, PA 19103

 (City) (State) (Zip)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Reporting
 (check applicable line)

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 Ownership (Instr. 4)
Common Stock	Â	Â	Ⓛ	Â Â Â	96,000	D	Â
Common Stock	Â	Â	Ⓛ	Â Â Â	14,400	I	By Trust

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

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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 Underlying Securities (Instr. 3 and 4)
					(A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Director Stock Options Right-to-Buy	\$ 1.87	Â	Â	(U)	Â Â	05/23/2002 05/23/2011	Common Stock 20,000
Director Stock Options Right-to-Buy	\$ 4.13	Â	Â	(U)	Â Â	06/26/2003 06/26/2012	Common Stock 80,000
Director Stock Options Right-to-Buy	\$ 4.32	Â	Â	(U)	Â Â	06/04/2004 06/04/2013	Common Stock 80,000
Director Stock Options Right-to-Buy	\$ 13.72	Â	Â	(U)	Â Â	06/02/2005 06/01/2014	Common Stock 80,000
Director Stock Options Right-to-buy	\$ 27.45	Â	Â	(U)	Â Â	12/13/2005 06/12/2015	Common Stock 50,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
LAWSON JOEL S III C/O 1809 WALNUT STREET PHILADELPHIA, PA 19103	Â X	Â	Â	Â

Signatures

Joel S. Lawson
III

02/28/2006

__Signature of
Reporting Person

Date

Explanation of Responses:

- * 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).
- (1) Report of fiscal year-end holdings only.

Note: File three copies of this Form, one of which must be manually signed. If space provided is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.