

URBAN OUTFITTERS INC  
Form 3  
July 03, 2013

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

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**INITIAL STATEMENT OF 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

(Print or Type Responses)

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

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

SEC 1473 (7-02)

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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 of Derivative Security: 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	

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Employee Stock Option - right to buy	08/19/2009 <sup>(1)</sup>	08/18/2015	Common shares	3,200	\$ 37.51	D	Â
Employee Stock Option - right to buy	08/26/2010 <sup>(2)</sup>	08/25/2016	Common shares	12,000	\$ 31.77	D	Â
Performance Based Restricted Stock Unit	Â <sup>(3)</sup>	Â <sup>(3)</sup>	Common shares	15,100	\$ <sup>(4)</sup>	D	Â
Stock Appreciation Right	09/08/2013 <sup>(5)</sup>	09/07/2018	Common shares	13,900	\$ 32.8 <sup>(6)</sup>	D	Â
Performance Based Restricted Stock Unit	Â <sup>(7)</sup>	Â <sup>(7)</sup>	Common shares	65,000	\$ <sup>(4)</sup>	D	Â
Performance Based Restricted Stock Unit	Â <sup>(8)</sup>	Â <sup>(8)</sup>	Common shares	15,000	\$ <sup>(4)</sup>	D	Â
Performance Based Restricted Stock Unit	Â <sup>(9)</sup>	Â <sup>(9)</sup>	Common shares	60,000	\$ <sup>(4)</sup>	D	Â

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Hollinger Calvin 5000 SOUTH BROAD STREET PHILADELPHIA, PA 19112	Â	Â	Â Chief Administrative Officer	Â

## Signatures

/s/ Calvin  
Hollinger

07/03/2013

\*\*Signature of  
Reporting Person

Date

## Explanation of Responses:

\* 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).

(1) Vesting 20% per year over a five year period beginning one year from August 19, 2008, the date of grant.

(2) Vesting 20% per year over a five year period beginning one year from August 26, 2009, the date of grant.

(3) 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.

(4) Each PSU represents a contingent right to receive one share of the issuer's common stock.

(5) The SAR vests 50% on September 8, 2013, an additional 25% on September 8, 2014 and the remaining 25% on September 8, 2015.

(6) 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.

(7) 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

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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.

- (8) 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 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.

- (9) 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.

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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