URBAN OUTFITTERS INC

Form 5

March 01, 2006

FORM 5

OMB APPROVAL

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

OMB Number: 3235-0362 January 31,

2005

1.0

no longer subject to Section 16. Form 4 or Form 5 obligations may continue.

Check this box if

NT OF CHANGES IN BENEFICIAL

Estimated average burden hours per

ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

burden hours per response...

See Instruction

1(b). Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Form 3 Holdings Section 17(a) of the Public Utility Holding Company Act of 1935 or Section Reported

Form 4

30(h) of the Investment Company Act of 1940

Transactions Reported

	ddress of Reporting F HARRY S JR	Symbol URBA	2. Issuer Name and Ticker or Trading Symbol URBAN OUTFITTERS INC [URBN]				5. Relationship of Reporting Person(s) to Issuer (Check all applicable)				
(Last)	(First) (M	(Month)	3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year) 01/31/2006				X Director Officer (give below)		Owner er (specify		
1809 WALNUT STREET											
	(Street)		4. If Amendment, Date Original Filed(Month/Day/Year)				6. Individual or Joint/Group Reporting				
	r ned(wond/Day/ real)						(check applicable line)				
PHILADELPHIA, PA 19103							_X_ Form Filed by One Reporting Person Form Filed by More than One Reporting Person				
(City)	(State)	(Zip) Tal	ole I - Non-Deri	ivative Sec	curitie	s Acqu	ired, Disposed o	of, or Beneficial	lly Owned		
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, it any (Month/Day/Year	Code	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) (A) or Amount (D) Price		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)				
Common Stock	Â	Â	<u>(1)</u>	Â	Â	Â	68,400	D	Â		
Common Stock	Â	Â	(1)	Â	Â	Â	4,400	I	By Trust		

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

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 control number.

SEC 2270 (9-02)

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$\label{thm:convergence} \begin{tabular}{ll} Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned \\ (\emph{e.g.}, puts, calls, warrants, options, convertible securities) \\ \end{tabular}$

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)		vative rities nired or osed o) r. 3,	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount Underlying Securitie (Instr. 3 and 4)	
					(A)	(D)	Date Exercisable	Expiration Date	Title	Amour or Number of Shar
Director Stock Options Right-to-Buy	\$ 2.09	Â	Â	(1)	Â	Â	05/20/1999	05/20/2008	Common Stock	45,00
Director Stock Options Right-to-Buy	\$ 3.27	Â	Â	(1)	Â	Â	05/19/2000	05/19/2009	Common Stock	80,00
Director Stock Options Right-to-Buy	\$ 1.23	Â	Â	<u>(1)</u>	Â	Â	05/24/2001	05/24/2010	Common Stock	80,00
Director Stock Options Right-to-Buy	\$ 1.87	Â	Â	(1)	Â	Â	05/23/2002	05/23/2011	Common Stock	80,00
Director Stock Options Right-to-Buy	\$ 4.13	Â	Â	(1)	Â	Â	06/26/2003	06/26/2012	Common Stock	80,00
Director Stock Options Right-to-Buy	\$ 4.32	Â	Â	(1)	Â	Â	06/04/2004	06/04/2013	Common Stock	80,00
Director Stock Options Right-to-Buy	\$ 13.72	Â	Â	(1)	Â	Â	06/02/2005	06/01/2014	Common Stock	80,00
Director Stock Options	\$ 27.45	Â	Â	(1)	Â	Â	12/13/2005	06/12/2015	Common Stock	50,00

Right-to-buy

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

CHERKEN HARRY S JR 1809 WALNUT STREET PHILADELPHIA, PAÂ 19103

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Signatures

Harry S. 02/28/2006 Cherken, Jr.

**Signature of Date

Reporting Person

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.

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