

STROUSE ROBERT H
Form 4
May 30, 2018

FORM 4

**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).

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
STROUSE ROBERT H

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) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
05/25/2018

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

C/O 5000 SOUTH BROAD STREET

(Street)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

PHILADELPHIA, PA 19112

(City) (State) (Zip)

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 Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Shares	05/25/2018		M		20,000	A	\$ 29.92 120,000
Common Shares	05/25/2018		S		20,000	D	\$ 42.212 100,000 (1)
Common Shares	05/25/2018		M		20,000	A	\$ 35.85 120,000
Common Shares	05/25/2018		S		20,000	D	\$ 42.212 100,000 (1)

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Common Shares	05/25/2018		M	20,000	A	\$ 38.09	120,000	D
Common Shares	05/25/2018		S	20,000	D	\$ 42.212 <u>(1)</u>	100,000	D
Common Shares	05/25/2018		M	20,000	A	\$ 18.81	120,000	D
Common Shares	05/25/2018		S	20,000	D	\$ 42.212 <u>(1)</u>	100,000	D

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 of Underlying Securities (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Director Stock Option - right to buy	\$ 29.92	05/25/2018		M	20,000	05/22/2013	05/21/2019	Common Shares	20,000
Director Stock Option - right to buy	\$ 35.85	05/25/2018		M	20,000	05/27/2015	05/26/2021	Common Shares	20,000
Director Stock Option - right to buy	\$ 38.09	05/25/2018		M	20,000	05/23/2016	06/01/2022	Common Shares	20,000
	\$ 18.81	05/25/2018		M	20,000	05/23/2018	05/22/2024		20,000

Director
 Stock
 Option -
 right to
 buy

Common
 Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
STROUSE ROBERT H C/O 5000 SOUTH BROAD STREET PHILADELPHIA, PA 19112	X			

Signatures

/s/ Robert H.
 Strouse

05/30/2018

**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).

The price in Column 4 is a weighted average price. The price actually received ranged from \$41.96 to \$42.385. The reporting person (1) undertakes to provide upon request by the SEC staff, the issuer, or a security holder of the issuer, full information regarding the number of shares sold at each separate price within the range.

Note: File three copies of this Form, one of which must be manually signed. If space 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.