

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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 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 *
BODZY GLEN A

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

Director 10% Owner
 Officer (give title below) Other (specify below)
 Secretary and General Counsel

1809 WALNUT STREET

(Street)

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

6. Individual or Joint/Group Reporting

(check applicable line)

PHILADELPHIA, PA 19103

Form Filed by One Reporting Person
 Form Filed by More than One Reporting Person

(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 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	(1)	Â Â Â	4,000	D	Â
Common stock	Â	Â	(1)(2)	Â Â Â	774 (2)	I	By Profit Sharing Fund 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 of Underlying Securities (Instr. 3 and 4)
					(A) (D)	Date Exercisable Expiration Date	Title Amount Number Shares
Employee Stock Options - right to buy	\$ 3.37	Â	Â	(1)	Â Â	05/18/2000 ⁽³⁾ 05/18/2009	Common Stock 8,000
Employee Stock Options - right to buy	\$ 1.08	Â	Â	(1)	Â Â	08/31/2001 ⁽⁴⁾ 08/31/2010	Common stock 48,000 ⁽⁴⁾
Employee Stock Options - right to buy	\$ 1.43	Â	Â	(1)	Â Â	08/08/2002 ⁽⁵⁾ 08/08/2011	Common stock 128,000 ⁽⁵⁾
Employee Stock Options - right to buy	\$ 5.91	Â	Â	(1)	Â Â	09/05/2004 ⁽⁶⁾ 09/05/2013	Common stock 160,000 ⁽⁶⁾
Employee Stock Options - right to buy	\$ 31.11	Â	Â	(1)	Â Â	01/18/2006 ⁽⁷⁾ 11/17/2015	Common Stock 80,000 ⁽⁷⁾

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BODZY GLEN A 1809 WALNUT STREET	Â	Â	Â	Secretary and General Counsel Â

PHILADELPHIA, PA 19103

Signatures

Glen A. Bodzy 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.
- (2) This line item reports the balance of shares in the Profit Sharing Trust after covering certain administrative costs of the Trustee.
- (3) Represents options remaining from original grant of 40,000 options which are pursuant to a five year, 20% per year vesting schedule commencing 05/18/2000.
- (4) Represents options remaining from original grant of 80,000 options which vest pursuant to a five year, 20% per year vesting schedule commencing 08/31/2001.
- (5) Represents options remaining from original grant of 160,000 options which vest pursuant to a five year, 20% per year vesting schedule commencing 08/08/2002.
- (6) Pursuant to a four year, 25% vesting schedule commencing 9/5/2004.
- (7) Options vest in their entirety on January 18, 2006. All common shares acquired upon exercise of these options are required to be held by the Reporting Person until 11/18/10.

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.