

Conforti Frank  
Form 4  
March 13, 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 \*  
Conforti Frank

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)  
5000 SOUTH BROAD STREET  
(Street)

3. Date of Earliest Transaction (Month/Day/Year)  
03/09/2018

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
Chief Financial Officer

PHILADELPHIA, PA 19112

(City) (State) (Zip)

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

**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 or Price (A) or (D)		
Common Shares	03/09/2018		S		13,788	D	
Common Shares	03/09/2018		M		50,000	A	
Common Shares	03/09/2018		D		39,159 (2)	D	
Common Shares	03/09/2018		F		3,957 (3)	D	
Common Shares	03/09/2018		M		5,200	A	

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Common Shares	03/09/2018	D	4,810 (2)	D	\$ 35.46	7,274	D	
Common Shares	03/09/2018	F	121 (3)	D	\$ 35.46	7,153	D	
Common Shares	03/13/2018	S	7,153 (4)	D	\$ 35.02	0	D	
Common Shares						634 (5)	I	By Profit Sharing Fund (401(k) Plan)

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

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(9-02)

**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 Security (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of
Stock Appreciation Right	\$ 32.8	03/09/2018		M	5,200	09/08/2015(6)	09/07/2018	Common Shares	5
Stock Appreciation Right	\$ 28.1	03/09/2018		M	50,000	05/22/2017(7)	05/21/2020	Common Shares	5

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Conforti Frank 5000 SOUTH BROAD STREET PHILADELPHIA, PA 19112			Chief Financial Officer	

## Signatures

/s/ Frank  
Conforti

03/13/2018

\*\*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).

(1) The price in Column 4 is a weighted average price. The price actually received ranged from \$35.29 to \$35.50. The reporting person 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.

(2) Reflects the number of common shares retained by the issuer in connection with the reporting person's exercise of a stock-settled stock appreciation right ("SAR").

(3) Reflects the number of common shares retained by the issuer to satisfy tax withholding requirements in connection with the reporting person's exercise of a stock-settled SAR.

(4) The price in Column 4 is a weighted average price. The price actually received ranged from \$35.00 to \$35.04. The reporting person 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.

(5) This information is based on a plan statement dated as of March 12, 2018.

(6) The SAR became fully vested on September 8, 2015.

(7) This SAR became fully exercisable on May 22, 2017.

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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