LAWSON JOEL S III
Form 5
March 12, 2010

FORM 5

OMB APPROVAL

OMB Number: 3235-0362
Expires: January 31, 2005
Estimated average burden hours per response... 1.0

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

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).
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 *
LAWSON JOEL S III

(Last) (First) (Middle)

C/O 5000 SOUTH BROAD STREET

(Street)

PHILADELPHIA,Â PAÂ 19112

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading Symbol
URBAN OUTFITTERS INC [URBN]

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
01/31/2010

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

5. Relationship of Reporting Person(s) to Issuer
(Check all applicable)
__X__ Director
_____ 10% Owner
_____ Officer (give title below)
_____ Other (specify below)

6. Individual or Joint/Group Reporting
(check applicable line)
_X_ 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 at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
				Amount	(A) or (D)	Price			
Common Stock	03/23/2009	Â	G[(1)]	3,000	D	$ 0	87,000	D	Â
Common Stock	Â	Â	[(1)]	Â	Â	Â	14,400	I	By Trust

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

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SEC 2270 (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 Underlying Securitie (Instr. 3 and 4)	
					(A)	(D)	Date Exercisable	Expiration Date	Title	Amoun or Numbe of Sha
Director Stock Options Right-to-Buy	$ 4.32	Â	Â	(1)	Â	Â	06/04/2004	06/04/2013	Common Stock	20,00
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 Right-to-buy	$ 27.45	Â	Â	(1)	Â	Â	12/13/2005	06/12/2015	Common Stock	50,00
Director Stock Options Right-to-buy	$ 19.765	Â	Â	(1)	Â	Â	05/23/2007	05/22/2016	Common Stock	20,00
Director Stock Options Right-to-buy	$ 25.6	Â	Â	(1)	Â	Â	05/22/2008	05/21/2017	Common stock	20,00
Director Stock Options Right-to-buy	$ 30.495	Â	Â	(1)	Â	Â	05/20/2009	05/20/2018	Common Stock	20,00
Director Stock Options Right to Buy	$ 21.43	Â	Â	(1)	Â	Â	05/19/2010	05/18/2016	Common Stock	20,00

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
LAWSON JOEL S III C/O 5000 SOUTH BROAD STREET PHILADELPHIA,Â PAÂ 19112	Â X	Â	Â	Â

Signatures

/s/ Joel S. Lawson III	03/12/2010
**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.

Note: File three copies of this Form, one of which must be manually signed. If space provided is insufficient, *see* Instruction 6 for procedure.
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