

SENK GLEN T
Form 5
March 14, 2011

FORM 5

**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).
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 *
SENK GLEN T

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)
01/31/2011

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

5000 SOUTH BROAD STREET

(Street)

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

6. Individual or Joint/Group Reporting

(check applicable line)

PHILADELPHIA, PA 19112

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	221,872	D	Â
Common Stock	Â	Â	(1)(2)	Â Â Â	4,767 (2)	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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SEC 2270 (9-02)

the form displays a currently valid OMB control number.

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 Underlying (Instr. 3 and 4)
					(A)	(D)	Date Exercisable	Expiration Date	Title
Employee Stock Options - right to buy	\$ 14.35	^	^	(1)	^	^	01/31/2005 ⁽³⁾	06/20/2014	Common Stock
Employee Stock Options - right to buy	\$ 31.11	^	^	(1)	^	^	01/18/2006 ⁽⁴⁾	11/17/2015	Common Stock
Performance-Based Restricted Stock Unit	^	^	^	(1)	^	^	^ (7)	^ (7)	Common Stock (6)
Performance-Based Restricted Stock Unit	^	^	^	(1)	^	^	^ (8)	^ (8)	Common Stock (6)
Performance-Based Restricted Stock Unit	^	^	^	(1)	^	^	^ (9)	^ (9)	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SENK GLEN T 5000 SOUTH BROAD STREET PHILADELPHIA, PA 19112	^ X	^	^	Chief Executive Officer ^

Signatures

/s/ Glen T. Senk 03/14/2011

**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) Options vested in their entirety on January 31, 2005. All common shares acquired upon exercise of these options are required to be held by the Reporting Person for one year after the date of exercise of the option, except that the Reporting Person may sell such number of shares as is required to satisfy his tax obligations resulting from such exercise.

(4) Options vested 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 November 18, 2010.

(5) Each Performance-Based Restricted Stock Unit ("PSU") represents a contingent right to receive one share of the issuer's common stock.

(6) The reporting person was granted a number of PSUs equal to \$1,000,000 divided by the Fair Market Value of the issuer's common stock on the date of grant, totaling 54,466.231 shares. Any fractional shares will be paid in cash.

(7) Vest January 31, 2011 assuming that certain performance measures relating to the issuer's operating profits and fair market value of the issuer's common stock are met. If the reporting person's employment is terminated before January 31, 2011, the PSUs are forfeited.

(8) Vest January 31, 2012 assuming that certain performance measures relating to the issuer's operating profits and fair market value of the issuer's common stock are met. If the reporting person's employment is terminated before January 31, 2012, the PSUs are forfeited.

(9) One-third of the total number of PSUs are eligible to vest on each of January 31, 2015, January 31, 2016 and January 31, 2017, except that additional PSUs may vest on January 31, 2017 if the maximum number of eligible PSUs did not vest in the two prior years, provided that the total number of PSUs vesting over the life of the grant is capped at 1,000,000 PSUs. The number of PSUs vesting on each such date, if any, depends upon the satisfaction of certain performance measures relating to the issuer's compounded annual growth rate for earnings per share and revenue, as well as the average closing price of the issuer's common stock during the applicable fiscal year. If the reporting person is terminated before a vesting date, the PSUs not then vested are forfeited. Vesting of the PSUs will accelerate upon a change in control of the issuer.

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.