

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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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 *
BELAIR SCOTT A

 (Last) (First) (Middle)

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

5. Relationship of Reporting Person(s) to Issuer

 (Check all applicable)

C/O 1809 WALNUT STREET
 (Street)

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

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

PHILADELPHIA, PA 19103

 (City) (State) (Zip)

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

6. Individual or Joint/Group Reporting
 (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 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			(1)	A A A	3,356,000	D	A

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)

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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 or Number of Shares
Director Stock Options Right-to-Buy	\$ 2.61	Â	Â	<u>(D)</u>	Â Â	05/22/1997	05/22/2006	Common Stock	80,000
Director Stock Options Right-to-Buy	\$ 1.66	Â	Â	<u>(D)</u>	Â Â	05/21/1998	05/21/2007	Common Stock	80,000
Director Stock Options Right-to-Buy	\$ 2.09	Â	Â	<u>(D)</u>	Â Â	05/20/1999	05/20/2008	Common Stock	80,000
Director Stock Options Right-to-Buy	\$ 3.27	Â	Â	<u>(D)</u>	Â Â	05/19/2000	05/19/2009	Common Stock	80,000
Director Stock Options Right-to-Buy	\$ 1.23	Â	Â	<u>(D)</u>	Â Â	05/24/2001	05/24/2010	Common Stock	80,000
Director Stock Options Right-to-Buy	\$ 1.87	Â	Â	<u>(D)</u>	Â Â	05/23/2002	05/23/2011	Common Stock	80,000
Director Stock Options Right-to-Buy	\$ 4.13	Â	Â	<u>(D)</u>	Â Â	06/26/2003	06/26/2012	Common Stock	80,000
Director Stock Options Right-to-Buy	\$ 4.32	Â	Â	<u>(D)</u>	Â Â	06/04/2004	06/04/2013	Common Stock	80,000
Director Stock Options Right-to-Buy	\$ 13.72	Â	Â	<u>(D)</u>	Â Â	06/02/2005	06/01/2014	Common Stock	80,000

Director
 Stock
 Options
 Right-to-buy

Common
 Stock

Director
 Stock
 Options
 Right-to-buy

\$ 27.45

(1)

12/13/2005

06/12/2015

Common
 Stock

50,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BELAIR SCOTT A C/O 1809 WALNUT STREET PHILADELPHIA, PA 19103	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Signatures

Scott A. Belair 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.

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