

URBAN OUTFITTERS INC

Form 4

March 16, 2015

FORM 4**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).

**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

OMB APPROVAL

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Number: 3235-0287
Expires: January 31,
2005
Estimated average
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Hollinger Calvin

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)
03/12/2015

____ Director ____ 10% Owner
____X____ Officer (give title below) ____ Other (specify below)
Chief Administrative Officer

PHILADELPHIA, PA 19112

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

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ 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 Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership Indirect Beneficial Ownership (Instr. 4)
Common Shares	03/12/2015		M	10,425 A	\$ 32.8 10,425	D	
Common Shares	03/12/2015		D	7,794 (1) D	\$ 43.875 2,631	D	
Common Shares	03/12/2015		F	1,279 (2) D	\$ 43.875 1,352	D	
Common Shares	03/12/2015		M	3,200 A	\$ 37.51 4,552	D	
Common Shares	03/12/2015		S	3,200 D	\$ 43.767 1,352 (3)	D	

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Common Shares	03/12/2015	M	12,000	A	\$ 31.77	13,352	D
Common Shares	03/12/2015	S	12,000	D	\$ <u>43.707</u> (4)	1,352	D
Common Shares	03/16/2015	S	1,352	D	\$ 45.03	0	D

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

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SEC 1474
(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 Underlying (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title
Stock Appreciation Right	\$ 32.8	03/12/2015		M	10,425	09/08/2013 ⁽⁵⁾ 09/07/2018	Common Shares
Employee Stock Options - right to buy	\$ 37.51	03/12/2015		M	3,200	⁽⁶⁾ 08/18/2015	Common Shares
Employee Stock Options - right to buy	\$ 31.77	03/12/2015		M	12,000	⁽⁷⁾ 08/25/2016	Common Shares

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Hollinger Calvin 5000 SOUTH BROAD STREET PHILADELPHIA, PA 19112	Chief Administrative Officer

Signatures

/s/ Calvin
Hollinger

03/16/2015

 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) 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").

(2) 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.

The price in Column 4 is a weighted average price. The prices actually received ranged from \$43.74 to \$43.79. The reporting person
(3) 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.

The price in Column 4 is a weighted average price. The prices actually received ranged from \$43.70 to \$43.74. The reporting person
(4) 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) The SAR vests 50% on September 8, 2013, an additional 25% on September 8, 2014 and the remaining 25% on September 8, 2015.

(6) Vested 20% per year over a five year period beginning one year from August 19, 2008, the date of grant.

(7) Vested 20% per year over a five year period beginning one year from August 26, 2009, the date of grant.

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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