

# SECURITIES AND EXCHANGE COMMISSION

## FORM 4

Statement of changes in beneficial ownership of securities

Filing Date: **2013-03-19** | Period of Report: **2013-03-15**  
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### REPORTING OWNER

#### **ZAUSNER FREEMAN**

CIK: **1252317**

Type: **4** | Act: **34** | File No.: **000-22754** | Film No.: **13702982**

### ISSUER

#### **URBAN OUTFITTERS INC**

CIK: **912615** | IRS No.: **232003332** | State of Incorporation: **PA** | Fiscal Year End: **0131**  
SIC: **5651** Family clothing stores

Mailing Address  
*5000 SOUTH BROAD  
STREET  
PHILADELPHIA PA 19112*

Business Address  
*5000 SOUTH BROAD  
STREET  
PHILADELPHIA PA 19112  
2154545500*

# FORM 4

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

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

### OMB APPROVAL

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### STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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 <b>ZAUSNER FREEMAN</b>			2. Issuer Name and Ticker or Trading Symbol <b>URBAN OUTFITTERS INC [URBN]</b>		5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) <b>Chief Operating Officer</b>	
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <b>03/15/2013</b>			
5000 SOUTH BROAD STREET			4. If Amendment, Date Original Filed(Month/Day/Year)		6. Individual or Joint/Group Filing (Check applicable line) <input checked="" type="checkbox"/> Form Filed by One Reporting Person <input type="checkbox"/> Form Filed by More than One Reporting Person	
(Street)						
PHILADELPHIA, PA 19112						
(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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common shares	03/15/2013		G	V	12,000	D	\$ 0	2,728	D	
Common shares	03/15/2013		M		28,946	A	\$4.42	31,674	D	
Common shares	03/15/2013		S		28,946	D	\$41.09 <sup>(1)</sup>	2,728	D	
Common shares	03/18/2013		M		51,054	A	\$4.42	53,782	D	
Common shares	03/18/2013		S		51,054	D	\$40.18 <sup>(2)</sup>	2,728	D	
Common shares	03/18/2013		M		20,000	A	\$15.38	22,728	D	
Common shares	03/18/2013		S		20,000	D	\$40.18 <sup>(2)</sup>	2,728	D	

**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 Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date					
Employee Stock Options -	\$4.42	03/15/2013		M		28,946		06/30/2004	06/30/2013	Common shares	\$ 0	91,054	D	

right to buy															
Employee Stock Options - right to buy	\$4.42	03/18/2013		<u>M</u>			51,054	06/30/2004	06/30/2013	Common shares	51,054	\$ 0	40,000	D	
Employee Stock Options - right to buy	\$15.38	03/18/2013		<u>M</u>			20,000	07/01/2005	07/01/2014	Common shares	20,000	\$ 0	140,000	D	

**Explanation of Responses:**

1. The price in Column 4 is a weighted average price. The prices actually received ranged from \$41.00 to \$41.26. 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. The price in Column 4 is a weighted average price. The prices actually received ranged from \$40.08 to \$40.29. 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.

**Signatures**

/s/ Freeman Zausner  
 \*\* Signature of Reporting Person

03/19/2013  
 Date

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

\* 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).

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

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.**