

HAYNE RICHARD A

Form 5/A

June 05, 2009

FORM 5**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

OMB APPROVAL

OMB
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1. Name and Address of Reporting Person *
HAYNE RICHARD A

(Last) (First) (Middle)

5000 SOUTH BROAD STREET

(Street)

PHILADELPHIA, PA 19112

(City) (State) (Zip)

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

3. Statement of Issuer's Fiscal Year Ended
(Month/Day/Year)
06/05/2009

4. If Amendment, Date Original
Filed(Month/Day/Year)
01/31/2009

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

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) (A) or Amount (D) Price	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)
Common stock	Â	Â	(1)	Â Â Â	21,462,390	D (2)	Â

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

**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 control number.**

SEC 2270
(9-02)

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)	8. Price of Derivative Security (Instr. 5)	9. Price of Derivative Security (Instr. 5)
					(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HAYNE RICHARD A 5000 SOUTH BROAD STREET PHILADELPHIA, PA 19112	Â X	Â X	Â President	Â
Hayne Margaret 5000 S. BROAD STREET PHILADELPHIA, PA 19112	Â	Â	Â President, Free People	Â

Signatures

/s/ Richard A.
Hayne
06/05/2009
Date

/s/ Margaret
Hayne
06/05/2009
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.

The number of common shares reported as directly owned by Richard Hayne on his Form 4 filed November 24, 2004 should have been 22,295,928. The number of shares reported as directly owned by Mr. Hayne on that Form 4 was 20,895,928, which amount inadvertently omitted certain shares that Mr. Hayne had pledged to a third party pursuant to a prepaid variable forward share transaction entered into by

(2) Mr. Hayne on June 16, 2004 and reported on his Form 4 filed June 17, 2004. Taking into account subsequent stock splits and other transactions entered into by Mr. Hayne, the total amount of common shares directly owned on Mr. Hayne's Form 5 filed February 23, 2009 should have been 21,462,390. As a result, the number of common shares reported as indirectly owned by Mr. Hayne's spouse, Margaret Hayne, on her Form 5 filed February 23, 2009 was also inadvertently misstated and should have been 21,462,390.

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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