

Conforti Frank
Form 4
March 13, 2018

FORM 4

**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).

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
Conforti Frank

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)
03/09/2018

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Chief Financial Officer

PHILADELPHIA, PA 19112

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 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 Indirect Ownership (Instr. 4)
			Code	V	Amount or Price (A) or (D)		
Common Shares	03/09/2018		S		13,788	D	
Common Shares	03/09/2018		M		50,000	A	
Common Shares	03/09/2018		D		39,159 (2)	D	
Common Shares	03/09/2018		F		3,957 (3)	D	
Common Shares	03/09/2018		M		5,200	A	

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Common Shares	03/09/2018	D	4,810 (2)	D	\$ 35.46	7,274	D	
Common Shares	03/09/2018	F	121 (3)	D	\$ 35.46	7,153	D	
Common Shares	03/13/2018	S	7,153 (4)	D	\$ 35.02	0	D	
Common Shares						634 (5)	I	By Profit Sharing Fund (401(k) Plan)

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 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 Amount of Underlying Security (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Appreciation Right	\$ 32.8	03/09/2018		M	5,200	09/08/2015(6)	09/07/2018	Common Shares	5
Stock Appreciation Right	\$ 28.1	03/09/2018		M	50,000	05/22/2017(7)	05/21/2020	Common Shares	5

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Conforti Frank 5000 SOUTH BROAD STREET PHILADELPHIA, PA 19112			Chief Financial Officer	

Signatures

/s/ Frank
Conforti

03/13/2018

**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) The price in Column 4 is a weighted average price. The price actually received ranged from \$35.29 to \$35.50. 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) 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").

(3) 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.

(4) The price in Column 4 is a weighted average price. The price actually received ranged from \$35.00 to \$35.04. 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.

(5) This information is based on a plan statement dated as of March 12, 2018.

(6) The SAR became fully vested on September 8, 2015.

(7) This SAR became fully exercisable on May 22, 2017.

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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