

**INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES**

OMB APPROVAL	
OMB Number:	3235-0104
Estimated average burden hours per response:	0.5

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>ROSS ROBERT</u>  (Last) (First) (Middle) <u>1809 WALNUT STREET</u>  (Street) <u>PHILADELPHIA PA 19103</u>  (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) <u>09/02/2003</u>	3. Issuer Name and Ticker or Trading Symbol <u>URBAN OUTFITTERS INC [ urbn ]</u>	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Acting Chief Financial Officer</u>	5. If Amendment, Date of Original Filed (Month/Day/Year)  6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person

**Table I - Non-Derivative Securities Beneficially Owned**

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
---------------------------------	---	--	---

**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Employee Stock Option	05/18/2000 <sup>(1)</sup>	05/18/2009	Common Stock	3,000	26.9688	D	
Employee Stock Option	08/31/2001 <sup>(1)</sup>	08/31/2010	Common Stock	2,500	8.625	D	
Employee Stock Option	10/01/2002 <sup>(2)</sup>	03/31/2012	Common Stock	9,500	22.91	D	
Employee Stock Option	04/01/2003 <sup>(3)</sup>	09/30/2012	Common Stock	12,026	22.855	D	
Employee Stock Option	04/01/2003 <sup>(3)</sup>	09/30/2012	Common Stock	8,474	22.855	D	
Employee Stock Option	06/03/2004 <sup>(4)</sup>	06/03/2013	Common Stock	1,000	34.015	D	
Employee Stock Option	06/03/2005 <sup>(5)</sup>	06/03/2013	Common Stock	4,000	34.015	D	

**Explanation of Responses:**

- Vesting 20% per year over a five year period beginning one year from grant date.
- Vesting 3,000 shares on 10/1/02, 3,000 shares on 4/1/03, and 3,500 shares on 4/1/04
- Vesting based on a vesting schedule of 30% after 6 months of grant date, 30% after on year of grant date, and 40% after two years from grant date.
- Vesting 100% after one year from grant date.
- Vesting 25% per year over a four year period beginning 6/3/05.

Robert Ross 09/09/2003  
 \*\* Signature of Reporting Person 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 5 (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.