

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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

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

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

1. Name and Address of Reporting Person* <u>HAYNE RICHARD A</u>  (Last) (First) (Middle) 5000 SOUTH BROAD STREET  (Street) PHILADELPHIA PA 19112  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>URBAN OUTFITTERS INC [ URBN ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner  <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)  President
	3. Date of Earliest Transaction (Month/Day/Year) 03/19/2010	
		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

**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 stock	03/19/2010		S		162,500	D	\$35.7686 <sup>(1)</sup>	22,485,177	D <sup>(2)</sup>	
Common stock	03/19/2010		S		162,500	D	\$35.7686 <sup>(1)</sup>	8,773,184	I <sup>(3)</sup>	By GRAT
Common stock	03/22/2010		S		200,000	D	\$36.5342 <sup>(4)</sup>	22,285,177	D <sup>(2)</sup>	
Common stock	03/22/2010		S		200,000	D	\$36.5342 <sup>(4)</sup>	8,573,184	I <sup>(3)</sup>	By GRAT
Common stock	03/23/2010		S		327,500	D	\$36.3321 <sup>(5)</sup>	21,957,677	D <sup>(2)</sup>	
Common stock	03/23/2010		S		327,500	D	\$36.3321 <sup>(5)</sup>	8,245,684	I <sup>(3)</sup>	By GRAT

**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)		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: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)					

1. Name and Address of Reporting Person\*  
HAYNE RICHARD A  
 (Last) (First) (Middle)  
 5000 SOUTH BROAD STREET  
 (Street)  
 PHILADELPHIA PA 19112  
 (City) (State) (Zip)

1. Name and Address of Reporting Person\*  
Hayne Margaret  
 (Last) (First) (Middle)  
 5000 S. BROAD STREET  
 (Street)  
 PHILADELPHIA PA 19112  
 (City) (State) (Zip)

(City)

(State)

(Zip)

**Explanation of Responses:**

1. The price in Column 4 is a weighted average price. The prices actually received ranged from \$35.55 to \$36.26. 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. These shares are owned directly by Richard A. Hayne and indirectly by his spouse, Margaret Hayne. Margaret Hayne disclaims beneficial ownership of these shares, except to the extent of any pecuniary interest therein.
3. These shares are owned indirectly by Richard A. Hayne and indirectly by his spouse, Margaret Hayne. Margaret Hayne disclaims beneficial ownership of these shares, except to the extent of any pecuniary interest therein.
4. The price in Column 4 is a weighted average price. The prices actually received ranged from \$36.37 to \$36.75. 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. The price in Column 4 is a weighted average price. The prices actually received ranged from \$36.03 to \$36.58. 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.

/s/ Richard A. Hayne

03/23/2010

/s/ Margaret Hayne

03/23/2010

\*\* 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 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.**