

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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).

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* <b>Conforti Frank</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) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <b>Chief Financial Officer</b>		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <b>03/09/2018</b>			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		
5000 SOUTH BROAD STREET			4. If Amendment, Date of Original Filed (Month/Day/Year)					
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	03/09/2018		S		13,788	D	\$35.4 <sup>(1)</sup>	0	D	
Common Shares	03/09/2018		M		50,000	A	\$28.1	50,000	D	
Common Shares	03/09/2018		D		39,159 <sup>(2)</sup>	D	\$35.88	10,841	D	
Common Shares	03/09/2018		F		3,957 <sup>(3)</sup>	D	\$35.88	6,884	D	
Common Shares	03/09/2018		M		5,200	A	\$32.8	12,084	D	
Common Shares	03/09/2018		D		4,810 <sup>(2)</sup>	D	\$35.46	7,274	D	
Common Shares	03/09/2018		F		121 <sup>(3)</sup>	D	\$35.46	7,153	D	
Common Shares	03/13/2018		S		7,153 <sup>(4)</sup>	D	\$35.02	0	D	
Common Shares								634 <sup>(5)</sup>	I	By Profit Sharing Fund (401(k) Plan)

**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: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
Stock Appreciation Right	\$32.8	03/09/2018		M		5,200		09/08/2015 <sup>(6)</sup>	09/07/2018	Common Shares	5,200	\$0.00	0	D	
Stock Appreciation Right	\$28.1	03/09/2018		M		50,000		05/22/2017 <sup>(7)</sup>	05/21/2020	Common Shares	50,000	\$0.00	0	D	

**Explanation of Responses:**

- 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.
- 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").
- 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.
- 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.
- This information is based on a plan statement dated as of March 12, 2018.
- The SAR became fully vested on September 8, 2015.
- This SAR became fully exercisable on May 22, 2017.

**Remarks:**

/s/ Frank Conforti

03/13/2018

\*\* Signature of Reporting Person

Date

\* 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.**