

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>MARLOW TEDFORD G</u>  (Last) (First) (Middle) <u>5000 SOUTH BROAD STREET</u>  (Street) <u>PHILADELPHIA PA 19112</u>  (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) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>President, Urban Brand</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>03/23/2009</u>	
		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 shares	03/23/2009		M		200,000	A	\$1.47	200,000	D	
Common shares	03/23/2009		S		10,000	D	\$17.2442	190,000	D	
Common shares	03/23/2009		S		40,000	D	\$17.2201	150,000	D	
Common shares	03/23/2009		S		6,182	D	\$17.2	143,818	D	
Common shares	03/23/2009		S		43,818	D	\$17.1695	100,000	D	
Common shares	03/23/2009		S		25,967	D	\$17.1108	74,033	D	
Common shares	03/23/2009		S		74,033	D	\$17.1	0	D	
Common shares	03/24/2009		M		100,000	A	\$1.47	100,000	D	
Common shares	03/24/2009		S		1,700	D	\$18	98,300	D	
Common shares	03/24/2009		S		7,300	D	\$17.5055	91,000	D	
Common shares	03/24/2009		S		11,000	D	\$17.5	80,000	D	
Common shares	03/24/2009		S		30,000	D	\$17.4568	50,000	D	
Common shares	03/24/2009		S		8,900	D	\$17.4204	41,100	D	
Common shares	03/24/2009		S		10,000	D	\$17.42	31,100	D	
Common shares	03/24/2009		S		1,800	D	\$17.26	29,300	D	
Common shares	03/24/2009		S		2,460	D	\$17.25	26,840	D	
Common shares	03/24/2009		S		26,840	D	\$17.24	0	D	

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	Amount or Number of Shares				
Employee Stock Option	\$1.47	03/23/2009		M		200,000		07/24/2002	07/23/2011	Common shares	200,000	\$0	400,000 <sup>(1)</sup>	D	
Employee Stock Option	\$1.47	03/24/2009		M		100,000		07/24/2002	07/23/2011	Common shares	100,000	\$0	300,000 <sup>(1)</sup>	D	

Explanation of Responses:

1. Represents options remaining from original grant of 2,000,000 options which vest pursuant to a five year, 20% vesting schedule commencing 7/24/2002.

/s/ Tedford G. Marlow

03/25/2009

\*\* 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.**