

OMB APPROVAL	
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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

1. Name and Address of Reporting Person* BODZY GLEN A	2. Issuer Name and Ticker or Trading Symbol URBAN OUTFITTERS INC [urbn]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) Secretary and General Counsel
	3. Date of Earliest Transaction (Month/Day/Year) 07/08/2003	
(Last) (First) (Middle)	4. 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 <input type="checkbox"/> Form filed by More than One Reporting Person
(Street)		
(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 Stock	07/08/2003		M		25,000	A	17.25	25,500	D	
Common Stock	07/08/2003		S		25,000	D	39.75	500	D	
Common Stock	07/08/2003		M		4,000	A	26.968	4,500	D	
Common Stock	07/08/2003		S		4,000	D	39.75	500	D	
Common Stock	07/08/2003		M		3,300	A	8.625	3,800	D	
Common Stock	07/08/2003		S		3,300	D	39.75	500	D	
Common Stock	07/08/2003		M		700	A	8.625	1,200	D	
Common Stock	07/08/2003		S		700	D	39.8	500	D	
Common Stock	07/08/2003		M		4,000	A	11.475	4,500	D	
Common Stock	07/08/2003		S		4,000	D	39.75	500	D	
Common Stock	07/08/2003		J ⁽⁵⁾		0	D	0.00	97	I	By Profit Sharing Trust

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
Employee Stock Option	17.25	07/08/2003		M			25,000	02/17/1999 ⁽¹⁾	02/17/2008	Common stock	25,000	\$17.25	0	D	
Employee Stock Option	26.9688	07/08/2003		M			4,000	05/18/2000 ⁽²⁾	05/18/2009	Common stock	4,000	\$26.9688	0	D	
Employee Stock Option	8.625	07/08/2003		M			3,300	08/31/2001 ⁽³⁾	08/31/2010	Common stock	3,300	\$8.625	0	D	
Employee Stock Option	8.625	07/08/2003		M			700	08/31/2001 ⁽³⁾	08/31/2010	Common stock	700	\$8.625	0	D	
Employee Stock Option	11.475	07/08/2003		M			4,000	08/08/2002 ⁽⁴⁾	08/08/2011	Common stock	4,000	\$11.475	0	D	

Explanation of Responses:

- Pursuant to vesting schedule of 20% per year beginning 2/17/1999
- Pursuant to vesting schedule of 20% per year beginning 5/18/00
- Pursuant to vesting schedule of 20% per year beginning 8/31/2001

4. Pursuant to vesting schedule of 20% per year beginning 8/8/2002

5. This line item reports the balance of shares in the Profit Sharing Trust after covering certain administrative costs of the Trustee.

Glen A. Bodzy

07/08/2003

** 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 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.