

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13G

Under the Securities Exchange Act of 1934

(Amendment No. 3)*

Urban Outfitters, Inc.

(Name of Issuer)

Common Shares

(Title of Class of Securities)

917047102

(Cusip Number)

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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1 NAME OF REPORTING PERSON

Elizabeth Van Vleck

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a) / /
(b) / /

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

United States

5 SOLE VOTING POWER

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY

632,782

EACH
REPORTING
PERSON
WITH

6 SHARED VOTING POWER

0

7 SOLE DISPOSITIVE POWER

632,782

0

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

632,782

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN
SHARES*

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

3.6%

12 TYPE OF REPORTING PERSON*

IN

*SEE INSTRUCTION BEFORE FILLING OUT!

SCHEDULE 13-G - TO BE INCLUDED IN STATEMENTS
FILED PURSUANT TO RULE 13d-1(c)

Item 1.

- (a) Name of Issuer.
Urban Outfitters, Inc.
- (b) Address of Issuer's Principal Executive Offices.
1809 Walnut Street
Philadelphia, PA 19103

Item 2.

- (a) Name of Person Filing.
Elizabeth Van Vleck
- (b) Address of Principal Business Office or, if none, Residence.
711 West Gravers Lane
Philadelphia, Pennsylvania 19118
- (c) Citizenship.
United States
- (d) Title of Class of Securities.
Common Shares
- (e) CUSIP Number.
917047102

Item 3. If this statement is filed pursuant to Rule 13d-1(b), or 13d-2(b),
check whether the person filing is a:

Not applicable.

Item 4. Ownership.

(a) Amount Beneficially Owned.

632,782 Common Shares

(b) Percent of Class.

3.6%

(c) Number of shares as to which such person has:

(i) sole power to vote or to direct the vote:
632,782

(ii) shared power to vote or to direct the vote: 0

(iii) sole power to dispose or to direct the
disposition of: 632,782

(iv) shared power to dispose or to direct the
disposition of: 0

Item 5. Ownership of Five Percent or Less of a Class.

The Reporting Person has ceased to be the beneficial owner of more than five percent (5%) of the Common Shares of Urban Outfitters, Inc.

Item 6. Ownership of More than Five Percent on Behalf of Another Person.

Not applicable.

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company.

Not applicable.

Item 8. Identification and Classification of Members of a Group.

Not applicable.

Item 9. Notice of Dissolution of Group.

Not applicable.

Item 10. Certification.

Not applicable.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

February 11, 1997

Date

/s/ Elizabeth Van Vleck

Signature

Elizabeth Van Vleck

Name/Title