

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

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* MARLOW TEDFORD G (Last) (First) (Middle) 1809 WALNUT STREET (Street) PHILADELPHIA PA 19103 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol URBAN OUTFITTERS INC [URBN]	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) <p style="text-align: right;">Urban Retail President</p>
	3. Date of Earliest Transaction (Month/Day/Year) 12/05/2005	
	4. If Amendment, Date of Original Filed (Month/Day/Year) 11/18/2005	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			
Employee Stock Option - right to buy	11/21/2005		M		25,000	A	\$1.47	25,000	D	
Common stock	11/21/2005		S		3,100	D	\$30.9	21,900	D	
Common stock	11/21/2005		S		200	D	\$30.89	21,700	D	
Common stock	11/21/2005		S		1,200	D	\$30.88	20,500	D	
Common stock	11/21/2005		S		1,604	D	\$30.85	18,896	D	
Common stock	11/21/2005		S		300	D	\$30.84	18,596	D	
Common stock	11/21/2005		S		100	D	\$30.83	18,496	D	
Common stock	11/21/2005		S		1,000	D	\$30.81	17,496	D	
Common stock	11/21/2005		S		100	D	\$30.79	17,396	D	
Common stock	11/21/2005		S		300	D	\$30.78	17,096	D	
Common stock	11/21/2005		S		17,096	D	\$30.77	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 - right to buy	\$1.47	11/21/2005		M			25,000	07/24/2002	07/23/2011	Common stock	25,000	\$0	775,000	D	
Employee Stock Option - right to buy	\$31.11	11/18/2005		A			100,000	01/18/2006 ⁽¹⁾	11/17/2015	Common stock	100,000	\$0	100,000	D	

Explanation of Responses:

1. Options vest in their entirety on January 18, 2006. All common shares acquired upon exercise of these options are required to be held by the Reporting Person until 11/18/10.

Tedford G. Marlow 12/06/2005
 ** 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.