

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

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| 1. Name and Address of Reporting Person* MARLOW TEDFORD G (Last) (First) (Middle) 5000 SOUTH BROAD STREET (Street) PHILADELPHIA PA 19112 (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) Urban Retail President |
| | 3. Date of Earliest Transaction (Month/Day/Year) 04/13/2007 | |
| | | 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 | 04/13/2007 | | M | | 100,000 | A | \$1.47 | 100,000 | D | |
| Common shares | 04/13/2007 | | S | | 100 | D | \$25.94 | 99,900 | D | |
| Common shares | 04/13/2007 | | S | | 2,730 | D | \$25.95 | 97,170 | D | |
| Common shares | 04/13/2007 | | S | | 1,500 | D | \$25.96 | 95,670 | D | |
| Common shares | 04/13/2007 | | S | | 200 | D | \$25.97 | 95,470 | D | |
| Common shares | 04/13/2007 | | S | | 3,529 | D | \$25.99 | 91,941 | D | |
| Common shares | 04/13/2007 | | S | | 400 | D | \$26 | 91,541 | D | |
| Common shares | 04/13/2007 | | S | | 200 | D | \$26.01 | 91,341 | D | |
| Common shares | 04/13/2007 | | S | | 500 | D | \$26.02 | 90,841 | D | |
| Common shares | 04/13/2007 | | S | | 1,600 | D | \$26.03 | 89,241 | D | |
| Common shares | 04/13/2007 | | S | | 300 | D | \$26.04 | 88,941 | D | |
| Common shares | 04/13/2007 | | S | | 500 | D | \$26.05 | 88,441 | D | |
| Common shares | 04/13/2007 | | S | | 800 | D | \$26.06 | 87,641 | D | |
| Common shares | 04/13/2007 | | S | | 2,800 | D | \$26.07 | 84,841 | D | |
| Common shares | 04/13/2007 | | S | | 2,000 | D | \$26.08 | 82,841 | D | |
| Common shares | 04/13/2007 | | S | | 3,200 | D | \$26.09 | 79,641 | D | |
| Common shares | 04/13/2007 | | S | | 1,609 | D | \$26.1 | 78,032 | D | |
| Common shares | 04/13/2007 | | S | | 3,600 | D | \$26.11 | 74,432 | D | |
| Common shares | 04/13/2007 | | S | | 3,700 | D | \$26.12 | 70,732 | D | |
| Common shares | 04/13/2007 | | S | | 7,800 | D | \$26.13 | 62,932 | D | |
| Common shares | 04/13/2007 | | S | | 8,200 | D | \$26.14 | 54,732 | D | |
| Common shares | 04/13/2007 | | S | | 4,792 | D | \$26.15 | 49,940 | D | |
| Common shares | 04/13/2007 | | S | | 3,108 | D | \$26.16 | 46,832 | D | |
| Common shares | 04/13/2007 | | S | | 2,100 | D | \$26.17 | 44,732 | D | |
| Common shares | 04/13/2007 | | S | | 4,197 | D | \$26.18 | 40,535 | 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) |
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|--|--|--------------------------------------|--|--------------------------------|--|--|---|--|--|---|--|

