

ANNUAL 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).
- Form 3 Holdings Reported.
- Form 4 Transactions Reported.

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 * ROSS ROBERT (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) Controller
	3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year) 01/31/2004	
	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 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 at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
				Amount	(A) or (D)	Price			

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)
					(A)	(D)	Date Exercisable	Expiration Date					
Employee Stock Options - right to buy	\$13.4844			(9)			05/18/2000 ⁽¹⁾	05/18/2009	Common stock	1,200	1,200	D	
Employee Stock Options - right to buy	\$4.3125			(9)			08/31/2001 ⁽²⁾	08/31/2010	Common stock	2,000	2,000	D	
Employee Stock Options - right to buy	\$11.455			(9)			10/01/2002 ⁽³⁾	03/31/2012	Common stock	7,000	7,000	D	
Employee Stock Options - right to buy	\$11.4275			(9)			04/01/2003 ⁽⁴⁾	10/01/2012	Common stock	9,621	9,621	D	
Employee Stock Options - right to buy	\$11.4275			(9)			04/01/2003 ⁽⁵⁾	10/01/2012	Common stock	1,142	1,142	D	
Employee Stock Options - right to buy	\$11.4275			(9)			04/01/2003 ⁽⁶⁾	10/01/2012	Common stock	5,638	5,638	D	
Employee Stock Options - right to buy	\$17.0075			(9)			06/03/2004 ⁽⁷⁾	06/03/2013	Common stock	2,000	2,000	D	
Employee Stock Options - right to buy	\$17.0075			(9)			06/03/2005 ⁽⁸⁾	06/03/2013	Common stock	8,000	8,000	D	

Explanation of Responses:

1. Vesting 20% per year over a five year period beginning one year from grant date.

2. Vesting 20% per year over a five year period beginning one year from grant date.
3. Vesting 6,000 shares on 10/1/02, 6,000 shares on 4/1/03, and 7,000 shares on 4/1/04
4. Vesting based on a vesting schedule of 30% after 6 months of grant date, 30% after on year of grant date, and 40% after two years from grant date.
5. Vesting based on a vesting schedule of 30% after 6 months of grant date, 30% after on year of grant date, and 40% after two years from grant date.
6. Vesting based on a vesting schedule of 30% after 6 months of grant date, 30% after on year of grant date, and 40% after two years from grant date.
7. Vesting 100% after one year from grant date.
8. Vesting 25% per year over a four year period beginning 6/3/05.
9. Report of fiscal year-end holdings only.

Robert Ross

01/31/2004

** 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.