FORM 4

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL									
OMB Number:	3235-028								
Estimated average b	ourden								

0.5

hours per response:

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

## STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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*  BELAIR SCOTT A					2. Issuer Name <b>and</b> Ticker or Trading Symbol URBAN OUTFITTERS INC [ URBN ]										5. Relationship of Reporting Person(s) to Issuer (Check all applicable)					
(Last) (First) (Middle)							est Trans	saction	n (Mor	nth/D	ay/Year)	- '	_		10% Owner Other (specifiell) below)		·			
C/O 5000 SOUTH BROAD STREET						4. If Amendment, Date of Original Filed (Month/Day/Year) 6. Individual or Joint/Group Filing (Check Appli														
(Street) PHILADELPHIA PA 19112							,		<b>9</b>		· · · · · · · · ·	Line)	Form fi	led by One led by Mor	Repo	eporting Person				
(City) (State) (Zip)													Person							
Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned																				
			Date		Exec Year)   if any		cution Date, ny		Code (Instr.		Disposed Of (D) (Instr. 3, 4			Securitie Beneficia Owned F	5. Amount of Securities Beneficially Owned Following		ı: Direct r Indirect ıstr. 4)	7. Nature of Indirect Beneficial Ownership		
								C	ode	v	Amount			Price	Transact	ion(s)			(Instr. 4)	
stock			05/07	7/201	/2010				М		80,00	30,000 A		\$1.23	3,396,000		D			
Common stock 05				7/2010					M		80,000		A	\$1.87	3,47	'6,000		D		
Common stock 05/07/					0				M		80,000		A	\$4.13	3,556,000		D			
Common stock 05/07					0				M		80,000		A	\$4.32	3,63	6,000		D		
Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned																				
Derivative Conversion Date Execution Security or Exercise (Month/Day/Year) if any				I. Transa Code (I	ransaction		5. Number 6.		6. Date Exercisable and Expiration Date			7. Title and Am of Securities Underlying		mount	Derivative Security	erivative ecurity nstr. 5) derivativ Securitie Beneficia Owned Following Reported		Form: Direct (D) or Indirect	Beneficial Ownership (Instr. 4)	
		C	Code	v			Date Exerc				Title	or Nu of	ımber							
\$1.23	05/07/2010			M			80,000	05/24	4/2001	0	5/24/2010			0,000	\$0	0		D		
\$1.87	05/07/2010			M			80,000	05/23	3/2002	0	5/23/2011			0,000	\$0	0		D		
\$4.13	05/07/2010			M			80,000	06/20	6/2003	00	6/26/2012			0,000	\$0	0		D		
\$4.32	05/07/2010			M			80,000	06/04	4/2004	00	5/04/2013			0,000	\$0	0		D		
	(F O SOUTH F O S	(First) 0 SOUTH BROAD STREE DELPHIA PA  (State)  Take Security (Instr. 3)  Stock Stock Stock Stock Stock Stock Stock Stock Stock  \$1.23  05/07/2010  \$4.13  05/07/2010	(First) (Middle) 0 SOUTH BROAD STREET  DELPHIA PA 19112  (State) (Zip)  Table I - Nore Security (Instr. 3)  Stock  Stock	(First) (Middle) 0 SOUTH BROAD STREET  DELPHIA PA  19112  (State) (Zip)  Table I - Non-Deriv Security (Instr. 3)  2. Trans Date (Month/  stock  5tock  5tock  5tock  5tock  7table II - Deriva (e.g., p (Month/Day/Year)  2. Trans Os/07  Table II - Deriva (e.g., p (Month/Day/Year)  1 fr any (Month/Day/Year)  \$1.23  05/07/2010	Code   State   Code   Code	Code   V   St.123   O5/07/2010   M   O5/07/2010   M   O5/07/2010   M   O5/07/2010   M   O5/07/2010   O5/07/2010   M   O5/07/2010   O5	Circle   C	Conversion of Exercise Price of Detervative Securities Security   Stock   St	Conversion of Exercisor Pire varies Security   Stock   Stock	Code   Non-Derivative   Securities   Acquired   Stock   Stock   D5/07/2010   M	Code   V   Code   V   Code   Comparison of Exercise Price of Derivative Security   Sec	Code   V   Amount   Code   Ceg., puts, calls, warrants, options, convertile   Ceg., puts,	Comersion   Concersion   Conc	Code   V   Amount   Common or Exercise   Conversion or Exercise   Conversion or Exercise   Conversion or Exercise   Conversion or Exercise   Code   V   (A)   (D)   Date   Exercisable and conversion   Code (Instr. 3)   Code   V   (A)   (D)   Date   Exercisable and conversion   Code (Instr. 3)   Code   V   (A)   (D)   Date   Exercisable and conversion   Code (Instr. 3)   Code (Instr. 3)	Check	Check all applies   Chec	Check all applicable   Check all applicable	Code   V   Amount   (A) or   Beneficially   Code   V   Amount   (A) or   Beneficially   Code   Cod	CFirst   Country   Count	

Explanation of Responses:

/s/ Scott A. Belair

05/10/2010

\*\* Signature of Reporting Person

Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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.

<sup>\*</sup> If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

<sup>\*\*</sup> Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).