FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

vvaoriingtori,	D.O. 20040	

OMB API	PROVAL
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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

1. Name and Address of Reporting Person* <u>KYEES JOHN E</u>					2. Issuer Name and Ticker or Trading Symbol URBAN OUTFITTERS INC [URBN]						(Che	eck all application	,		vner		
(Last) 1809 WA	(F ALNUT STI	irst) REET	(Middle)		8. Date (Trans	nsaction (Month/Day/Year)					below)	hief Financial Officer		рсопу		
(Street) PHILADELPHIA PA 19103			4	4. If Amendment, Date of Original Filed (Month/Day/Year)					Line	dividual or Joint/Group Filing (Check Applicable Form filed by One Reporting Person Form filed by More than One Reporting				1			
(City)	(S	itate)	(Zip)									Person	Person				
	Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned																
Date			. Transacti Pate Month/Day	Execution Date,		Code (Instr.		d (A) or tr. 3, 4 and 5	5. Amoun Securities Beneficia Owned Fo	s Forr lly (D) o ollowing (I) (I		Direct Indirect str. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)				
						Code	v	Amount	(A) or (D)	Price	Transacti	nsaction(s) tr. 3 and 4)			(iiisti. 4)		
	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/Yea	Code	ansaction Derivative Ex ode (Instr. Securities (M		6. Date Exercisable and Expiration Date (Month/Day/Year) 7. Title and Amo of Securities Underlying Derivative Secu (Instr. 3 and 4)		ies g Security	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s)	e s illy	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		Transaction(s) (Instr. 4)			
Employee Stock Option - right to buy	\$57.41	06/21/2004		A		150,000		01/31/2005	(1)	06/20/2014	Common Shares	150,000	\$0	150,00	00	D	

Explanation of Responses:

1. All common shares acquired upon exercise of these options are required to be held by the Reporting Person for one year after the date of exercise of the option, except that the Reporting Person may sell such number of shares as is required to satisfy his tax obligations resulting from such exercise.

> 06/23/2004 John E. Kyees

** 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.