

OMB APPROVAL	
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INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

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>HARRINGTON SHEILA B.</u> (Last) (First) (Middle) <u>C/O 5000 SOUTH BROAD STREET</u> (Street) <u>PHILADELPHIA PA 19112</u> (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) <u>01/12/2021</u>	3. Issuer Name and Ticker or Trading Symbol <u>URBAN OUTFITTERS INC [URBN]</u>	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input type="checkbox"/> 10% Owner <input type="checkbox"/> <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Global CEO, UO & FP Groups</u>	5. 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 <input type="checkbox"/> Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Shares	87,735	D	
Common Shares	357	I	By Profit Sharing Fund (401(k) Plan)

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Restricted Stock Units ⁽¹⁾	(2)	(2)	Common Shares	10,000	0.00	D	
Restricted Stock Units ⁽¹⁾	(3)	(3)	Common Shares	26,667	0.00	D	
Restricted Stock Units ⁽¹⁾	(4)	(4)	Common Shares	50,000	0.00	D	
Restricted Stock Units ⁽¹⁾	(5)	(5)	Common Shares	50,000	0.00	D	

Explanation of Responses:

- Each Restricted Stock Unit ("RSU") represents a contingent right to receive one of the issuer's common shares.
- The RSUs are eligible to vest on February 28, 2021, contingent on the continued employment of the reporting person through such date.
- One-half of the total number of RSUs are eligible to vest on each of February 27, 2021 and 2022, contingent on the continued employment of the reporting person through such date.
- One-third of the total number of RSUs are eligible to vest on each of February 26, 2021, 2022 and 2023, contingent on the continued employment of the reporting person through such date.
- One-third of the total number of RSUs are eligible to vest on each of February 25, 2022, 2023 and 2024, contingent on the continued employment of the reporting person through such date.

Remarks:

Sheila B. Harrington

01/22/2021

** 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 5 (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.