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## FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

C	heck this box if no longer subject to
	ection 16. Form 4 or Form 5
	bligations may continue. See
	struction 1(b).

## STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934

OMB APPROVAL										
OMB Number:	3235-0287									
Estimated average burden										
hours per response:	05									

.,			or Section 30(h) of the Investment Company Act of 1940				
1. Name and Addres HAYNE RICI	s of Reporting Person HARD A	) <sup>*</sup>	2. Issuer Name <b>and</b> Ticker or Trading Symbol <u>URBAN OUTFITTERS INC</u> [ urbn ]		tionship of Reporting all applicable) Director	n(s) to Issuer 10% Owner	
(Last) 1809 WALNUT S	(First) STREET	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 11/26/2003	Х	Officer (give title below)	0	Other (specify below)
(Street) PHILADELPHIA (City)	A PA (State)	19103 (Zip)	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Indivi Line) X	vidual or Joint/Group Filing (Check Applicable 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)			Transaction Code (Instr.		Transaction Code (Instr.		Transaction Code (Instr.		Transaction Code (Instr.		Transaction Code (Instr.		Transaction Code (Instr.		Transaction Code (Instr.		Transaction Code (Instr.		Transaction Code (Instr.		Transaction Disposed Of (D) (Instr. 3, 4 and 5) Code (Instr.		5. Amount of Securities Beneficially Owned Following Reported	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	Transaction(s) (Instr. 3 and 4)		(instr. 4)																	
Common Stock	11/26/2003		S		20,000	D	\$38.0926	940,668	Ι	By Irrevocable Trust																	
Common Stock	11/26/2003		s		20,000	D	\$38.0926	940,668	Ι	By Irrevocable Trust																	

## Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned

(e.g., p	uts, calls,	warrants,	options, convertib	le 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. Transa Code ( 8)		5. Nu of Deriv Secu Acqu (A) of Dispo of (D) (Instr and 5	ative rities ired osed . 3, 4	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)
				Code	v	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				

**Explanation of Responses:** 

Richard A. Hayne

11/26/2003

\*\* 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.