FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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

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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*						2. Issuer Name and Ticker or Trading Symbol URBAN OUTFITTERS INC [URBN]								5. Relationship of Reporting Person(s) to Issuer (Check all applicable) X Director 10% Owner				
(Last) C/O 1809	(Fir	,		Middle)			e of Earliest Tra 2/2004	ansact	ion (N	lonth/	Day/Year)				Office	er (give title v)	Other below	(specify
						4. If A	4. If Amendment, Date of Original Filed (Month/Day/Year)								ridual o	r Joint/Group	Filing (Check A	pplicable
(Street) PHILADELPHIA PA 19103						Line) X Form filed by One Reporting Person Form filed by More than One Reporting												
(City) (State) (Zip)														Pers	UII			
			Tab	le I - No	n-Deriv	ative S	Securities <i>A</i>	Acqu i	ired,	Dis	posed of	, or Ber	efici	ally	Owne	ed		
1. Title of Security (Instr. 3)			2. Transa Date (Month/D		2A. Deemed Execution Dat if any (Month/Day/Yo	te, T	3. Transaction Code (Instr. 8)		4. Securitie Disposed C	s Acquired (A) or f (D) (Instr. 3, 4 and		nd 5)	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)		
							ď	Code	v	Amount	(A) or (D)	Price	e	Transa	ction(s) 3 and 4)		(
Common s	shares				09/02	/2004			S		32,785	D	\$3	1.5	2,0	55,215	D	
Common s	shares				09/02/2004				S		1,990	D	\$31	l.51	2,0	53,225	D	
Common s	shares				09/02/2004				S		1,460	D	\$31	L .52	2,0	51,765	D	
Common shares				09/02/2004				S		400	D	\$31	1.53	2,0	51,365	D		
Common shares				09/02/2004				S		300	D	\$31	1.55	2,0	51,065	D		
Common shares				09/02/2004				S		100	D	\$31	1.56	2,0	50,965	D		
Common s	shares				09/02	/2004			S		1,700	D	\$31	L.58	2,0	49,265	D	
Common s	shares				09/02	/2004			S		200	D	\$3	1.6	2,0	49,065	D	
Common s	shares				09/02	/2004			S		800	D	\$31	L. 61	2,0	48,265	D	
Common s	shares				09/02	/2004			S		7,000	D	\$31	1.64	2,0	41,265	D	
Common s	shares				09/02	/2004			S		100	D	\$31	1.65	2,0	41,165	D	
Common s	shares				09/02	/2004			S		1,000	D	\$31	1.66	2,0	40,165	D	
Common s	shares				09/02	/2004			S		500	D	\$31	L.67	2,0	39,665	D	
Common s	shares				09/02	/2004			S		100	D	\$31	1.69	2,0	39,565	D	
Common s	shares				09/02	/2004			S		200	D	\$3	1.7	2,0	39,365	D	
Common s	shares				09/02	/2004			S		400	D	\$31	L. 7 2	2,0	38,965	D	
Common s	shares				09/02	/2004		\neg	S		400	D	\$31	l.75	2,0	38,565	D	
Common s	shares				09/02	/2004		\neg	S		1,105	D	\$31	L.78	2,0	37,460	D	
Common shares					09/02/2004				S		700	D	\$31.86		86 2,036,760		D	
Common shares					09/03/2004			\neg	S		143,767	D	\$31.5		1,892,993		D	
Common shares					09/03/2004				S		3,300	D	\$31.51		1,889,693		D	
Common shares					09/03/2004			\neg	S		588	D	\$31.53		3 1,889,105		D	
Common shares					09/03/2004			\neg	S		405	D	\$31.54		4 1,888,700		D	
Common shares 09/03					2004			S		700	D	\$31.55		55 1,888,000		D		
			Ta				curities Ac								vned			
Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	Date	saction //Day/Year)	3A. Deem Execution if any (Month/D	ned n Date,	4. Transact Code (In: 8)	5. Numbe	er 6. I Ex (Mes	6. Date Exercis Expiration Date (Month/Day/Ye		sable and e ear)	7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Pr		9. Number of derivative Securities Beneficially Owned Following Reported Transaction (Instr. 4)	Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)

		Та	ble II - Deriva (e.g., p					ired, Disp options, o		le sed					
1. Title of	2.	3. Transaction	3A. Deemed	⊈ ode		(5A)Nu	m(150e)r	6xDatisEblero	isΩaddee and	7itītētle	a@silodares	8. Price of	9. Number of	10.	11. Nature
Eseplaitation (Instr. 3) Reminder: F	of Respises Price of Derivative Security Report on a se	e (Month/Day/Year) parate line for each	if any (Month/Day/Year) class of securities g person, see Instr		Instr.		rities ired sed irectly	Expiration Do (Month/Day/V or indirectly.	'ear)	Securit Securit Cott A. I Securit Signatuy	ties Vina Belair	Derivative Security (Instr. 5)	Securities Securities Beneficially Ow <u>09/07/200</u> Following Reported Transaction(s) (Instr. 4)	Form: Direct (D)	of Indirect Beneficial Ownership (Instr. 4)
			acts constitute Fed												
Note: File th	ree copies of	this Form, one of w	hich must be manu	ally sig	hed. If	space	s insu	ficient, see In	struction 6 fo	r proce	d Minount				
Persons wh	o respond to	the collection of	information conta	ined in Code	this fo	rm ar (A)	e not r (D)	equired to re Date Exercisable	spond unle Expiration Date		offn displa Number of Shares	ys a currer	tly valid OMB I	lumber.	