

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

SCHEDULE 13G

Under the Securities Exchange Act of 1934

(Amendment No. 3)\*

Urban Outfitters, Inc.

-----  
(Name of Issuer)

Common Shares

-----  
(Title of Class of Securities)

917047102

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(Cusip Number)

\*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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CUSIP NO. 917047102                      13G                      Page                      of                      Pages  
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1                      NAME OF REPORTING PERSON

Elizabeth Van Vleck

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2                      CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\*

(a) / /  
(b) / /

-----  
3                      SEC USE ONLY

-----  
4                      CITIZENSHIP OR PLACE OF ORGANIZATION

United States  
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	5	SOLE VOTING POWER
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH		632,782
	-----	
	6	SHARED VOTING POWER
		0
	-----	
	7	SOLE DISPOSITIVE POWER
		632,782
	-----	
	8	SHARED DISPOSITIVE POWER
		0
-----		
9		AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
		632,782
-----		
10		CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*
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11		PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9
		3.6%
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12		TYPE OF REPORTING PERSON*
		IN
-----		

\*SEE INSTRUCTION BEFORE FILLING OUT!

SCHEDULE 13-G - TO BE INCLUDED IN STATEMENTS  
FILED PURSUANT TO RULE 13d-1(c)

Item 1.

- (a) Name of Issuer.
- Urban Outfitters, Inc.
- (b) Address of Issuer's Principal Executive Offices.
- 1809 Walnut Street  
Philadelphia, PA 19103

Item 2.

- (a) Name of Person Filing.
- Elizabeth Van Vleck
- (b) Address of Principal Business Office or, if none, Residence.
- 711 West Gravers Lane  
Philadelphia, Pennsylvania 19118

(c) Citizenship.

United States

(d) Title of Class of Securities.

Common Shares

(e) CUSIP Number.

917047102

Item 3. If this statement is filed pursuant to Rule 13d-1(b), or 13d-2(b), check whether the person filing is a:

Not applicable.

Item 4. Ownership.

(a) Amount Beneficially Owned.

632,782 Common Shares

(b) Percent of Class.

3.6%

(c) Number of shares as to which such person has:

(i) sole power to vote or to direct the vote:  
632,782

(ii) shared power to vote or to direct the vote: 0

(iii) sole power to dispose or to direct the  
disposition of: 632,782

(iv) shared power to dispose or to direct the  
disposition of: 0

Item 5. Ownership of Five Percent or Less of a Class.

The Reporting Person has ceased to be the beneficial owner of more than five percent (5%) of the Common Shares of Urban Outfitters, Inc.

Item 6. Ownership of More than Five Percent on Behalf of Another Person.

Not applicable.

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company.

Not applicable.

Item 8. Identification and Classification of Members of a Group.

Not applicable.

Item 9. Notice of Dissolution of Group.

Not applicable.

Item 10. Certification.

Not applicable.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

February 11, 1997

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Date

/s/ Elizabeth Van Vleck

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Signature

Elizabeth Van Vleck

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Name/Title