FORM 4

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

washington, D.C. 20549	OMB APPROVAL	
STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP	OMB Number:	3235-02

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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 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) 2. Issuer Name and Ticker or Trading Symbol 1. Name and Address of Reporting Person <u>URBAN OUTFITTERS INC</u> [ URBN ] **HAYNE RICHARD A** Director 10% Owner Officer (give title Other (specify X 3. Date of Earliest Transaction (Month/Day/Year) below) below) (Last) (First) (Middle) 07/12/2005 **CEO** 1809 WALNUT STREET 6. Individual or Joint/Group Filing (Check Applicable Line) 4. If Amendment, Date of Original Filed (Month/Day/Year) (Street) 19103 PHILADELPHIA PA X Form filed by One Reporting Person Form filed by More than One Reporting Person (City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5) 1. Title of Security (Instr. 3) 2. Transaction 2A. Deemed 5. Amount of 6. Ownership 7. Nature of Transaction **Execution Date** Securities Form: Direct Indirect (Month/Day/Year) Code (Instr. 8) Beneficial Beneficially (D) or Indirect (Month/Day/Year) Owned Following Ownership (I) (Instr. 4) Reported (Instr. 4) (A) or (D) Transaction(s) Code Amount Price (Instr. 3 and 4) 07/12/2005 Common Stock S 100,000 D \$60.0844 20,495,928 D by Irrevocable Common Stock 07/12/2005 \$60.0844 S 25,000 D 1,756,336 Trust by Common Stock 07/12/2005 25,000 \$60.0844 1,756,336 Ī Irrevocable Trust Common Stock 07/13/2005 40,733 \$59.55 20,455,195 D S D by Common Stock 07/13/2005 S 10,183 D \$59.55 1,746,153 Irrevocable T Trust bv 07/13/2005 \$59.55 Common Stock S 10,183 D 1,746,153 Irrevocable Trust Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities) 7. Title and 9. Number of 1. Title of 3. Transaction 3A. Deemed 5. Number 6. Date Exercisable and 8. Price of 10 11. Nature Derivative Conversion **Execution Date** Transaction **Expiration Date** Amount of derivative Ownership of Indirect Derivative (Month/Day/Year) Derivative Security or Exercise if any Code (Instr. (Month/Day/Year) Securities Security (Instr. 5) Securities Form: Beneficial (Month/Day/Year) Underlying (Instr. 3) Beneficially Direct (D) Securities Ownership Derivative Acquired Derivative Owned or Indirect (Instr. 4) (A) or Disposed (I) (Instr. 4) Security Security (Instr. 3 Following and 4) Reported of (D) (Instr. 3, 4 Transaction(s) (Instr. 4) and 5) Amount

Explanation of Responses:

Richard A. Hayne

Title

Expiration

Date

07/13/2005

\*\* Signature of Reporting Person

Number

Shares

Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Code v

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.

(A) (D) Date

Exercisable

<sup>\*</sup> If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

<sup>\*\*</sup> Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).