

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

1. Name and Address of Reporting Person * ROSS ROBERT			2. Issuer Name and Ticker or Trading Symbol URBAN OUTFITTERS INC [URBN]			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) Controller		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 11/18/2004			6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person		
1809 WALNUT STREET			4. If Amendment, Date of Original Filed (Month/Day/Year)					
(Street) PHILADELPHIA PA 19103								
(City) (State) (Zip)								

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)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	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			
Common shares	11/17/2004		M		2,400	A	\$6.7422	2,400	D	
Common shares	11/17/2004		M		2,000	A	\$2.1563	4,400	D	
Common shares	11/17/2004		M		14,000	A	\$5.7275	18,400	D	
Common shares	11/17/2004		M		19,242	A	\$5.7138	37,642	D	
Common shares	11/17/2004		M		2,284	A	\$5.7138	39,926	D	
Common shares	11/17/2004		M		11,276	A	\$5.7138	51,202	D	
Common shares	11/17/2004		M		4,000	A	\$8.5038	55,202	D	
Common shares	11/17/2004		S		100	D	\$44.15	55,102	D	
Common shares	11/17/2004		S		100	D	\$44.16	55,002	D	
Common shares	11/17/2004		S		1,100	D	\$44.17	53,902	D	
Common shares	11/17/2004		S		200	D	\$44.18	53,702	D	
Common shares	11/17/2004		S		44,486	D	\$44.2	9,216	D	
Common shares	11/17/2004		S		5,216	D	\$44.21	4,000	D	
Common shares	11/17/2004		S		1,700	D	\$44.22	2,300	D	
Common shares	11/17/2004		S		100	D	\$44.23	2,200	D	
Common shares	11/17/2004		S		300	D	\$44.24	1,900	D	
Common shares	11/17/2004		S		1,900	D	\$44.25	0	D	

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible 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. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		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
Employee Stock Options	\$6.7422	11/17/2004		M			2,400	05/18/2000	05/18/2009	Common shares	2,400	\$0	0	D	
Employee Stock Options	\$2.1563	11/17/2004		M			2,000	08/31/2001	08/31/2010	Common shares	2,000	\$0	0	D	
Employee Stock Options	\$5.7275	11/17/2004		M			14,000	04/01/2002	03/31/2012	Common shares	14,000	\$0	0	D	

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible 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. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		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				
Employee Stock Options	\$5.7138	11/17/2004		M			19,242	10/01/2002	10/01/2012	Common shares	19,242	\$0	0	D	
Employee Stock Options	\$5.7138	11/17/2004		M			2,284	10/01/2002	10/01/2012	Common shares	2,284	\$0	0	D	
Employee Stock Options	\$5.7138	11/17/2004		M			11,276	10/01/2002	10/01/2012	Common shares	11,276	\$0	0	D	
Employee Stock Options	\$8.5038	11/17/2004		M			4,000	06/03/2004	06/03/2013	Common shares	4,000	\$0	0	D	

Explanation of Responses:

Robert Ross

11/18/2004

** 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.