

OMB APPROVAL

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## INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

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* <u>McDevitt Wendy B.</u>  (Last) (First) (Middle) <u>5000 SOUTH BROAD STREET</u>  (Street) <u>PHILADELPHIA PA 19112</u>  (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) <u>02/26/2010</u>	3. Issuer Name and Ticker or Trading Symbol <u>URBAN OUTFITTERS INC [ URBN ]</u>	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Co-President, Anthropologie</u>	5. If Amendment, Date of Original Filed (Month/Day/Year)  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

## Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
<u>Common shares</u>	<u>5,501<sup>(1)</sup></u>	<u>I</u>	<u>By Profit Sharing Fund</u>

## Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date				
<u>Employee Stock Options - right to buy</u>	<u>08/31/2001</u>	<u>08/31/2010</u>	<u>Common stock</u>	<u>8,200</u>	<u>1.08</u>	<u>D</u>
<u>Employee Stock Options - right to buy</u>	<u>04/01/2003</u>	<u>04/01/2012</u>	<u>Common stock</u>	<u>25,600</u>	<u>2.86</u>	<u>D</u>
<u>Employee Stock Options - right to buy</u>	<u>06/03/2004</u>	<u>06/03/2013</u>	<u>Common stock</u>	<u>40,000</u>	<u>4.25</u>	<u>D</u>
<u>Employee Stock Options - right to buy</u>	<u>01/31/2005</u>	<u>06/20/2014</u>	<u>Common stock</u>	<u>17,276</u>	<u>14.35</u>	<u>D</u>
<u>Employee Stock Options - right to buy</u>	<u>01/31/2005</u>	<u>06/20/2014</u>	<u>Common stock</u>	<u>2,724</u>	<u>14.35</u>	<u>D</u>
<u>Employee Stock Options - right to buy</u>	<u>01/18/2006</u>	<u>11/17/2015</u>	<u>Common stock</u>	<u>80,000</u>	<u>31.11</u>	<u>D</u>
<u>Employee Stock Options - right to buy</u>	<u>08/19/2009<sup>(2)</sup></u>	<u>08/18/2015</u>	<u>Common stock</u>	<u>35,000</u>	<u>37.51</u>	<u>D</u>
<u>Employee Stock Options - right to buy</u>	<u>08/26/2010<sup>(3)</sup></u>	<u>08/25/2016</u>	<u>Common stock</u>	<u>25,000</u>	<u>31.77</u>	<u>D</u>

## Explanation of Responses:

- This line reports the balance of shares in the Profit Sharing Trust after covering certain administrative costs of the Trustee as of the plan statement date of January 31, 2010.
- Vesting 20% per year over a five year period beginning one year from August 19, 2008, the date of grant.
- Vesting 20% per year over a five year period beginning one year from August 26, 2009, the date of grant.

/s/ Wendy B. McDevitt03/04/2010

\*\* 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 5 (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.

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