

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

OMB APPROVAL

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or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>Conforti Frank</u>	2. Date of Event Requiring Statement (Month/Day/Year) <u>03/05/2010</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) _____ <p style="text-align: center;"><u>Controller</u></p>	5. If Amendment, Date of Original Filed (Month/Day/Year)
(Last) (First) (Middle) <u>5000 SOUTH BROAD STREET</u>			6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person
(Street) <u>PHILADELPHIA PA 19112</u>			
(City) (State) (Zip)			

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 stock</u>	<u>14⁽¹⁾</u>	<u>I</u>	<u>By Profit Sharing Fund Trust</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 Option - right to buy</u>	<u>05/22/2012</u>	<u>05/21/2017</u>	<u>Common stock</u>	<u>5,000</u>	<u>25.6</u>	<u>D</u>
<u>Employee Stock Option - right to buy</u>	<u>08/19/2009⁽²⁾</u>	<u>08/18/2015</u>	<u>Common stock</u>	<u>16,000</u>	<u>37.51</u>	<u>D</u>
<u>Employee Stock Option - right to buy</u>	<u>08/26/2010⁽³⁾</u>	<u>08/25/2016</u>	<u>Common stock</u>	<u>10,000</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/ Frank Conforti03/10/2010

** 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.

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.