

OMB APPROVAL	
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**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

1. Name and Address of Reporting Person* <u>SENK GLEN T</u>  (Last) (First) (Middle) <u>5000 SOUTH BROAD STREET</u>  (Street) <u>PHILADELPHIA PA 19112</u>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>URBAN OUTFITTERS INC [ URBN ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Chief Executive Officer</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>11/17/2009</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	

**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			

**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
Performance Based Restricted Stock Unit	(1)	11/17/2009		A	V	1,000,000		(2)	(2)	Common stock(2)	1,000,000	\$0	1,000,000	D	

**Explanation of Responses:**

- Each Performance-Based Restricted Stock Unit ("PSU") represents a contingent right to receive one share of the issuer's common stock.
- One-third of the total number of PSUs are eligible to vest on each of January 31, 2015, January 31, 2016, and January 31, 2017, except that additional PSUs may vest on January 31, 2017 if the maximum number of eligible PSUs did not vest in the two prior years, provided that the total number of PSUs vesting over the life of the grant is capped at 1,000,000 PSUs. The number of PSUs vesting on each such date, if any, depends upon the satisfaction of certain performance measures relating to the issuer's compounded annual growth rate for earnings per share and revenue, as well as the average closing price of the issuer's common stock during the applicable fiscal year. If the reporting person is terminated before a vesting date, the PSUs not then vested are forfeited. Vesting of the PSUs will accelerate upon a change in control of the issuer.

/s/ Glen T. Senk 11/17/2009

\*\* 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.**