MARLOW TEDFORD G

Form 4

November 22, 2005

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

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Check this box if no longer subject to Section 16. Form 4 or Form 5

obligations

may continue.

See Instruction

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section

30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading MARLOW TEDFORD G Issuer Symbol **URBAN OUTFITTERS INC** (Check all applicable) [URBN] (Last) (First) (Middle) 3. Date of Earliest Transaction Director 10% Owner X_ Officer (give title Other (specify (Month/Day/Year) below) 1809 WALNUT STREET 11/18/2005 Urban Retail President (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting

Person

PHILADELPHIA, PA 19103

| (City) | (State) | Zip) Table | e I - Non-D | erivative S | ecurit | ies Acqui | ired, Disposed of | , or Beneficiall | y Owned |
|---|--------------------------------------|---|---|---------------|--------|--|---|------------------|---------|
| 1.Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. 4. Securities Acquired Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8) (A) or | | | 5. Amount of Securities Ownership Beneficially Form: Direct Owned (D) or Following Indirect (I) (Instr. 4) Transaction(s) (Instr. 3 and 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) | | |
| Employee Stock Option - right to buy | 11/21/2005 | | Code V M | Amount 25,000 | (D) | Price \$ 1.47 | 25,000 | D | |
| Common stock | 11/21/2005 | | S | 3,100 | D | \$ 30.9 | 21,900 | D | |
| Common stock | 11/21/2005 | | S | 200 | D | \$ 30.89 | 21,700 | D | |
| Common stock | 11/21/2005 | | S | 1,200 | D | \$ 30.88 | 20,500 | D | |
| | 11/21/2005 | | S | 1,604 | D | | 18.896 | D | |

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| Common stock | | | | | \$ 30.85 | | |
|--------------|------------|---|--------|---|-------------|--------|---|
| Common stock | 11/21/2005 | S | 300 | D | \$ 30.84 | 18,596 | D |
| Common stock | 11/21/2005 | S | 100 | D | \$ 30.83 | 18,496 | D |
| Common stock | 11/21/2005 | S | 1,000 | D | \$ 30.81 | 17,496 | D |
| Common stock | 11/21/2005 | S | 100 | D | \$ 30.79 | 17,396 | D |
| Common stock | 11/21/2005 | S | 300 | D | \$ 30.78 | 17,096 | D |
| Common stock | 11/21/2005 | S | 17,096 | D | \$ 30.77 | 0 | D |

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

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SEC 1474

(9-02)

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. Transactio Code (Instr. 8) | 5. Number of on 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 A Underlying S (Instr. 3 and |
|---|--|--------------------------------------|---|--|--|--------|--|--------------------|---|
| | | | | Code V | (A) | (D) | Date Exercisable | Expiration Date | Title |
| Employee Stock Option - right to buy | \$ 1.47 | 11/21/2005 | | M | (A) | 25,000 | 07/24/2002 | 07/23/2011 | Common stock |
| Employee Stock Option - right to buy | \$ 31.11 | 11/18/2005 | | A | 100,000 | | 01/18/2006(1) | 11/17/2015 | Common stock |

Reporting Owners

Relationships

Reporting Owner Name / Address

Reporting Owners 2

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Director 10% Owner Officer Other

MARLOW TEDFORD G 1809 WALNUT STREET PHILADELPHIA, PA 19103

Urban Retail President

Signatures

Tedford G.
Marlow 11/22/2005

**Signature of Date

Reporting Person

Explanation of Responses:

- * 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).
- Options vest in their entirety on January 18, 2006. All common shares acquired upon exercise of these options are required to be held by (1) the Reporting Person until 11/18/10, except that the Reporting Person may sell such number of shares as is required to satisfy his/her tax obligations resulting from such exercise.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

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