

MARLOW TEDFORD G  
Form 4  
April 16, 2007

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
MARLOW TEDFORD G

2. Issuer Name and Ticker or Trading Symbol  
URBAN OUTFITTERS INC  
[URBN]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
5000 SOUTH BROAD STREET  
(Street)

3. Date of Earliest Transaction (Month/Day/Year)  
04/13/2007

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
Urban Retail President

PHILADELPHIA, PA 19112

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

(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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|                                 |                                      |  | Code                           | V   | Amount  | (A) or (D)   | Price                             |
| Common shares                   | 04/13/2007                           |  | M                              |   | 100,000   | A  | \$ 1.47                           |
| Common shares                   | 04/13/2007                           |  | S                              |   | 100   | D  | \$ 25.94                          |
| Common shares                   | 04/13/2007                           |  | S                              |   | 2,730   | D  | \$ 25.95                          |
| Common shares                   | 04/13/2007                           |  | S                              |   | 1,500   | D  | \$ 25.96                          |
| Common shares                   | 04/13/2007                           |  | S                              |   | 200   | D  | \$ 25.97                          |

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|               |            |   |       |   |          |        |   |
|---------------|------------|---|-------|---|----------|--------|---|
| Common shares | 04/13/2007 | S | 3,529 | D | \$ 25.99 | 91,941 | D |
| Common shares | 04/13/2007 | S | 400   | D | \$ 26    | 91,541 | D |
| Common shares | 04/13/2007 | S | 200   | D | \$ 26.01 | 91,341 | D |
| Common shares | 04/13/2007 | S | 500   | D | \$ 26.02 | 90,841 | D |
| Common shares | 04/13/2007 | S | 1,600 | D | \$ 26.03 | 89,241 | D |
| Common shares | 04/13/2007 | S | 300   | D | \$ 26.04 | 88,941 | D |
| Common shares | 04/13/2007 | S | 500   | D | \$ 26.05 | 88,441 | D |
| Common shares | 04/13/2007 | S | 800   | D | \$ 26.06 | 87,641 | D |
| Common shares | 04/13/2007 | S | 2,800 | D | \$ 26.07 | 84,841 | D |
| Common shares | 04/13/2007 | S | 2,000 | D | \$ 26.08 | 82,841 | D |
| Common shares | 04/13/2007 | S | 3,200 | D | \$ 26.09 | 79,641 | D |
| Common shares | 04/13/2007 | S | 1,609 | D | \$ 26.1  | 78,032 | D |
| Common shares | 04/13/2007 | S | 3,600 | D | \$ 26.11 | 74,432 | D |
| Common shares | 04/13/2007 | S | 3,700 | D | \$ 26.12 | 70,732 | D |
| Common shares | 04/13/2007 | S | 7,800 | D | \$ 26.13 | 62,932 | D |
| Common shares | 04/13/2007 | S | 8,200 | D | \$ 26.14 | 54,732 | D |
| Common shares | 04/13/2007 | S | 4,792 | D | \$ 26.15 | 49,940 | D |
| Common shares | 04/13/2007 | S | 3,108 | D | \$ 26.16 | 46,832 | D |
| Common shares | 04/13/2007 | S | 2,100 | D | \$ 26.17 | 44,732 | D |
| Common shares | 04/13/2007 | S | 4,197 | D | \$ 26.18 | 40,535 | D |

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

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(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. 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 Underlying Securities (Instr. 3 and 4) |               |                      |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|---------------|----------------------|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date   | Title         | Amount Number Shares |
| Employee Stock Options                     | \$ 1.47  | 04/13/2007                           |  | M                              | 100,000   | 07/24/2002   | 07/23/2011  | Common shares | 100,000              |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |                              |       |
|---|---------------|-----------|------------------------------|-------|
|   | Director      | 10% Owner | Officer                      | Other |
| MARLOW TEDFORD G<br>5000 SOUTH BROAD STREET<br>PHILADELPHIA, PA 19112 |               |           | Urban<br>Retail<br>President |       |

## Signatures

Tedford G.  
Marlow

04/16/2007

\*\*Signature of  
Reporting Person

Date

## 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).
- (1) Represents options remaining from original grant of 2,000,000 options which vest pursuant to a five year, 20% vesting schedule commencing 7/24/2002.

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