

MARLOW TEDFORD G
Form 4
April 16, 2007

FORM 4

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

OMB APPROVAL

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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 or Price | | |
| Common shares | 04/13/2007 | | M | | 100,000 A \$ 1.47 | 100,000 | D |
| Common shares | 04/13/2007 | | S | | 100 D \$ 25.94 | 99,900 | D |
| Common shares | 04/13/2007 | | S | | 2,730 D \$ 25.95 | 97,170 | D |
| Common shares | 04/13/2007 | | S | | 1,500 D \$ 25.96 | 95,670 | D |
| Common shares | 04/13/2007 | | S | | 200 D \$ 25.97 | 95,470 | D |

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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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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 5000 SOUTH BROAD STREET PHILADELPHIA, PA 19112 | | | Urban Retail 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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