

ROSS ROBERT
Form 4
November 25, 2005

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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 *
ROSS ROBERT

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)
1809 WALNUT STREET
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
11/23/2005

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Controller

PHILADELPHIA, PA 19103

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 Indirect Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | Code | V | Amount or Price | | |
| Common stock | 11/23/2005 | | M | | 4,000 A \$ 1.08 | 4,000 | D |
| Common stock | 11/23/2005 | | M | | 8,000 A \$ 4.25 | 12,000 | D |
| Common stock | 11/23/2005 | | M | | 15,700 A \$ 14.35 | 27,700 | D |
| Common stock | 11/23/2005 | | M | | 4,300 A \$ 14.35 | 32,000 | D |
| Common stock | 11/23/2005 | | S | | 32,000 D \$ 33.39 | 0 | 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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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. 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 or Number of Shares |
| Employee stock option - right to buy | \$ 1.08 | 11/23/2005 | | M | 4,000 | 08/31/2001 08/31/2010 | Common stock 4,000 |
| Employee stock option - right to buy | \$ 4.25 | 11/23/2005 | | M | 8,000 | 06/03/2005 06/03/2013 | Common stock 8,000 |
| Employee stock option - right to buy | \$ 14.35 | 11/23/2005 | | M | 15,700 | 01/31/2005 06/21/2014 | Common stock 15,700 |
| Employee stock option - right to buy | \$ 14.35 | 11/23/2005 | | M | 4,300 | 01/31/2005 06/21/2014 | Common stock 4,300 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|-----------------------------------|---------------|-----------|------------|-------|
| | Director | 10% Owner | Officer | Other |
| ROSS ROBERT 1809 WALNUT STREET | | | Controller | |

PHILADELPHIA, PA 19103

Signatures

Robert Ross

11/25/2005

__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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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