

MARLOW TEDFORD G
Form 4
April 16, 2007

FORM 4

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

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

OMB APPROVAL

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

(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
__X__ 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)
__X__ 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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common shares	04/13/2007		M		100,000	A	\$ 1.47 100,000
Common shares	04/13/2007		S		100	D	\$ 25.94 99,900
Common shares	04/13/2007		S		2,730	D	\$ 25.95 97,170
Common shares	04/13/2007		S		1,500	D	\$ 25.96 95,670
Common shares	04/13/2007		S		200	D	\$ 25.97 95,470

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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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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 Number Shares
Employee Stock Options	\$ 1.47	04/13/2007		M	100,000	07/24/2002 07/23/2011	Common shares 100,0

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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