

MARLOW TEDFORD G
Form 4/A
December 06, 2005

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

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(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)
1809 WALNUT STREET
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
12/05/2005

____ Director ____ 10% Owner
____X____ Officer (give title below) ____ Other (specify below)
Urban Retail President

PHILADELPHIA, PA 19103

4. If Amendment, Date Original
Filed(Month/Day/Year)
11/18/2005

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price		
Employee Stock Option - right to buy	11/21/2005		M		25,000	A	\$ 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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(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 Underlying Security (Instr. 3 and 4)		
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title
Employee Stock Option - right to buy	\$ 1.47	11/21/2005		M			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

Reporting Owner Name / Address Relationships

Reporting Owners

Director	10% Owner	Officer	Other
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Urban Retail President

Tedford G.
Marlow 12/06/2005

 **Signature of
Reporting Person

Date _____

* 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) Options vest in their entirety on January 18, 2006. All common shares acquired upon exercise of these options are required to be held by the Reporting Person until 11/18/10.

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