

MARLOW TEDFORD G
Form 4/A
December 06, 2005

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)
1809 WALNUT STREET
(Street)

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

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

PHILADELPHIA, PA 19103
(City) (State) (Zip)

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

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

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	(D)	Price
Employee Stock Option - right to buy	11/21/2005		M		25,000	A	\$ 1.47 25,000
Common stock	11/21/2005		S		3,100	D	\$ 30.9 21,900
Common stock	11/21/2005		S		200	D	\$ 30.89 21,700
Common stock	11/21/2005		S		1,200	D	\$ 30.88 20,500
	11/21/2005		S		1,604	D	18,896

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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

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Director 10% Owner Officer Other

MARLOW TEDFORD G
1809 WALNUT STREET
PHILADELPHIA, PA 19103

Urban Retail President

Signatures

Tedford G.
Marlow 12/06/2005

**Signature of Date
Reporting Person

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) 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.

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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