

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

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)  
1809 WALNUT STREET  
(Street)

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

\_\_\_\_ Director \_\_\_\_ 10% Owner  
\_\_\_\_X\_\_\_\_ Officer (give title \_\_\_\_ Other (specify  
below) 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)
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

# Edgar Filing: MARLOW TEDFORD G - Form 4/A

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.

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

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 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 <sup>(1)</sup>	11/17/2015	Common stock

## Reporting Owners

Reporting Owner Name / Address Relationships

Reporting Owners

Director	10% Owner	Officer	Other

## Urban Retail President

Tedford G.  
Marlow

                     \*\*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.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.