

McDevitt Wendy B.  
Form 3  
March 04, 2010

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

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**INITIAL STATEMENT OF 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 *		2. Date of Event Requiring Statement	3. Issuer Name <b>and</b> Ticker or Trading Symbol	
Â McDevitt Wendy B.		(Month/Day/Year)	URBAN OUTFITTERS INC [URBN]	
(Last)	(First)	(Middle)	4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
5000 SOUTH BROAD STREET			(Check all applicable)	
(Street)			<input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other (give title below)    (specify below) Co-President, Anthropologie	
PHILADELPHIA, Â PA Â 19112			6. Individual or Joint/Group Filing(Check Applicable Line)	
(City)	(State)	(Zip)	<input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person	

**Table I - Non-Derivative Securities Beneficially Owned**

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common shares	5,501 <sup>(1)</sup>	I	By Profit Sharing Fund

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. SEC 1473 (7-02)

**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.**

**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of	

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				Shares		(I) (Instr. 5)	
Employee Stock Options - right to buy	08/31/2001	08/31/2010	Common stock	8,200	\$ 1.08	D	Â
Employee Stock Options - right to buy	04/01/2003	04/01/2012	Common stock	25,600	\$ 2.86	D	Â
Employee Stock Options - right to buy	06/03/2004	06/03/2013	Common stock	40,000	\$ 4.25	D	Â
Employee Stock Options - right to buy	01/31/2005	06/20/2014	Common stock	17,276	\$ 14.35	D	Â
Employee Stock Options - right to buy	01/31/2005	06/20/2014	Common stock	2,724	\$ 14.35	D	Â
Employee Stock Options - right to buy	01/18/2006	11/17/2015	Common stock	80,000	\$ 31.11	D	Â
Employee Stock Options - right to buy	08/19/2009 <sup>(2)</sup>	08/18/2015	Common stock	35,000	\$ 37.51	D	Â
Employee Stock Options - right to buy	08/26/2010 <sup>(3)</sup>	08/25/2016	Common stock	25,000	\$ 31.77	D	Â

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
McDevitt Wendy B. 5000 SOUTH BROAD STREET PHILADELPHIA, PA 19112	Â	Â	Â Co-President, Anthropologie	Â

## Signatures

/s/ Wendy B. McDevitt  
03/04/2010

\_\_Signature of Reporting Person  
Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, *see* Instruction 5(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) This line reports the balance of shares in the Profit Sharing Trust after covering certain administrative costs of the Trustee as of the plan statement date of January 31, 2010.
- (2) Vesting 20% per year over a five year period beginning one year from August 19, 2008, the date of grant.
- (3) Vesting 20% per year over a five year period beginning one year from August 26, 2009, the date of grant.

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.