

URBAN OUTFITTERS INC

Form 4

March 24, 2008

# FORM 4

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

OMB APPROVAL

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## 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 \*  
KYEES JOHN E

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)  
03/20/2008

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

PHILADELPHIA, PA 19112

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

6. Individual or Joint/Group Filing(Check Applicable Line)  
 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			
Common Stock	03/20/2008		M		75,000	A	\$ 14.35	75,000	D	
Common Stock	03/20/2008		M		225,000	A	\$ 14.35	300,000	D	
Common Stock	03/20/2008		S		1,800	D	\$ 30.53	298,200	D	
Common Stock	03/20/2008		S		6,232	D	\$ 30.54	291,968	D	
Common Stock	03/20/2008		S		100	D	\$ 30.545	291,868	D	

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Common Stock	03/20/2008	S	5,660	D	\$ 30.55	286,208	D
Common Stock	03/20/2008	S	3,209	D	\$ 30.56	282,999	D
Common Stock	03/20/2008	S	1,110	D	\$ 30.57	281,889	D
Common Stock	03/20/2008	S	1,200	D	\$ 30.58	280,689	D
Common Stock	03/20/2008	S	2,800	D	\$ 30.59	277,889	D
Common Stock	03/20/2008	S	15,065	D	\$ 30.5918	262,824	D
Common Stock	03/20/2008	S	10,031	D	\$ 30.6	252,793	D
Common Stock	03/20/2008	S	11,381	D	\$ 30.61	241,412	D
Common Stock	03/20/2008	S	7,290	D	\$ 30.62	234,122	D
Common Stock	03/20/2008	S	518	D	\$ 30.63	233,604	D
Common Stock	03/20/2008	S	457	D	\$ 30.64	233,147	D
Common Stock	03/20/2008	S	4,220	D	\$ 30.65	228,927	D
Common Stock	03/20/2008	S	100	D	\$ 30.66	228,827	D
Common Stock	03/20/2008	S	3,827	D	\$ 30.67	225,000	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 Amount of Underlying Security (Instr. 3 and 4)
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