

Plank Kevin A
 Form 4
 August 02, 2012

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
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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 *
 Plank Kevin A

2. Issuer Name and Ticker or Trading Symbol
 Under Armour, Inc. [UA]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
 1020 HULL STREET
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 07/31/2012

____ Director
 ____ Officer (give title below)
 ____ 10% Owner
 ____ Other (specify below)
 President, CEO, and Chairman

BALTIMORE, MD 21230

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 Ownership (Instr. 4) | | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|---|-----------------|
| | | | Code | V | Amount | (A) or (D) | Price | | |
| Class A Common Stock | 07/31/2012 | | C(2) | | 76,839 | A | \$ 0 77,039 | D | |
| Class A Common Stock | 07/31/2012 | | C(2) | | 3,161 | A | \$ 0 80,200 | D | |
| Class A Common Stock | 07/31/2012 | | C(2) | | 4,802 | A | \$ 0 4,802 | I | By KD Plank LLC |
| Class A Common | 07/31/2012 | | C(2) | | 198 | A | \$ 0 198 | I | KD Plank #2 LLC |

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| | | | | | | | | | |
|----------------------------|------------|-------------|--------------------------|---|-------------|--------|---|-----------------------|--|
| Stock | | | | | | | | | |
| Class A Common Stock | 07/31/2012 | <u>C(2)</u> | 198 | A | \$ 0 | 5,000 | I | By KD Plank LLC | |
| Class A Common Stock | 07/31/2012 | <u>C(2)</u> | 4,802 | A | \$ 0 | 5,000 | I | KD Plank #2 LLC | |
| Class A Common Stock | 07/31/2012 | <u>S(3)</u> | 198 ⁽⁴⁾ | D | \$ 55.04 | 4,802 | I | By KD Plank LLC | |
| Class A Common Stock | 07/31/2012 | <u>S(3)</u> | 198 ⁽⁴⁾ | D | \$ 55.04 | 4,802 | I | KD Plank #2 LLC | |
| Class A Common Stock | 07/31/2012 | <u>S(3)</u> | 4,802 ⁽⁵⁾ | D | \$ 54.43 | 0 | I | By KD Plank LLC | |
| Class A Common Stock | 07/31/2012 | <u>S(3)</u> | 4,802 ⁽⁵⁾ | D | \$ 54.43 | 0 | I | KD Plank #2 LLC | |
| Class A Common Stock | 07/31/2012 | <u>S(3)</u> | 76,839 ⁽⁵⁾ | D | \$ 54.43 | 3,361 | D | | |
| Class A Common Stock | 07/31/2012 | <u>S(3)</u> | 3,161 ⁽⁴⁾ | D | \$ 55.04 | 200 | D | | |
| Class A Common Stock | 08/01/2012 | <u>C(2)</u> | 78,960 | A | \$ 0 | 79,160 | D | | |
| Class A Common Stock | 08/01/2012 | <u>C(2)</u> | 1,040 | A | \$ 0 | 80,200 | D | | |
| Class A Common Stock | 08/01/2012 | <u>C(2)</u> | 4,935 | A | \$ 0 | 4,935 | I | By KD Plank LLC | |
| Class A Common Stock | 08/01/2012 | <u>C(2)</u> | 4,935 | A | \$ 0 | 4,935 | I | KD Plank #2 LLC | |
| Class A Common Stock | 08/01/2012 | <u>C(2)</u> | 65 | A | \$ 0 | 5,000 | I | KD Plank #2 LLC | |
| Class A Common Stock | 08/01/2012 | <u>C(2)</u> | 65 | A | \$ 0 | 5,000 | I | By KD Plank LLC | |

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| | | | | | | | | |
|----------------------------|------------|------------------|---------------|---|-------------|--------|---|-----------------------|
| Class A Common Stock | 08/01/2012 | S ⁽³⁾ | 78,960 (6) | D | \$ 53.87 | 1,240 | D | |
| Class A Common Stock | 08/01/2012 | S ⁽³⁾ | 1,040 (7) | D | \$ 54.66 | 200 | D | |
| Class A Common Stock | 08/01/2012 | S ⁽³⁾ | 4,935 (6) | D | \$ 53.87 | 65 | I | By KD Plank LLC |
| Class A Common Stock | 08/01/2012 | S ⁽³⁾ | 4,935 (6) | D | \$ 53.87 | 65 | I | KD Plank #2 LLC |
| Class A Common Stock | 08/01/2012 | S ⁽³⁾ | 65 (7) | D | \$ 54.66 | 0 | I | By KD Plank LLC |
| Class A Common Stock | 08/01/2012 | S ⁽³⁾ | 65 (7) | D | \$ 54.66 | 0 | I | KD Plank #2 LLC |
| Class A Common Stock | 08/02/2012 | C ⁽²⁾ | 46,064 | A | \$ 0 | 46,264 | D | |
| Class A Common Stock | 08/02/2012 | C ⁽²⁾ | 2,879 | A | \$ 0 | 2,879 | I | By KD Plank LLC |
| Class A Common Stock | 08/02/2012 | C ⁽²⁾ | 2,879 | A | \$ 0 | 2,879 | I | KD Plank #2 LLC |
| Class A Common Stock | 08/02/2012 | S ⁽³⁾ | 46,064 (8) | D | \$ 53.71 | 200 | D | |
| Class A Common Stock | 08/02/2012 | S ⁽³⁾ | 2,879 (8) | D | \$ 53.71 | 0 | I | By KD Plank LLC |
| Class A Common Stock | 08/02/2012 | S ⁽³⁾ | 2,879 (8) | D | \$ 53.71 | 0 | I | KD Plank #2 LLC |

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)

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| 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 Securities (Instr. 3 and 4) | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Class B Common Stock | (1) | | | | | (1) | (1) | Class A Common Stock | 1,709,412 |
| Class B Common Stock | (1) | 07/31/2012 | | C | 76,839 | (1) | (1) | Class A Common Stock | 76,839 |
| Class B Common Stock | (1) | 07/31/2012 | | C | 3,161 | (1) | (1) | Class A Common Stock | 3,161 |
| Class B Common Stock | (1) | 07/31/2012 | | C | 4,802 | (1) | (1) | Class A Common Stock | 4,802 |
| Class B Common Stock | (1) | 07/31/2012 | | C | 198 | (1) | (1) | Class A Common Stock | 198 |
| Class B Common Stock | (1) | 07/31/2012 | | C | 198 | (1) | (1) | Class A Common Stock | 198 |
| Class B Common Stock | (1) | 07/31/2012 | | C | 4,802 | (1) | (1) | Class A Common Stock | 4,802 |
| Class B Common Stock | (1) | 08/01/2012 | | C | 78,960 | (1) | (1) | Class A Common Stock | 78,960 |
| Class B Common Stock | (1) | 08/01/2012 | | C | 4,935 | (1) | (1) | Class A Common Stock | 4,935 |
| Class B Common Stock | (1) | 08/01/2012 | | C | 4,935 | (1) | (1) | Class A Common Stock | 4,935 |
| Class B Common Stock | (1) | 08/01/2012 | | C | 1,040 | (1) | (1) | Class A Common Stock | 1,040 |
| Class B Common | (1) | 08/01/2012 | | C | 65 | (1) | (1) | Class A Common | 65 |

| Stock | | | | | | | Stock | | |
|----------------------------|-----|------------|---|--------|-----|-----|----------------------------|--------|--|
| Class B Common Stock | (1) | 08/01/2012 | C | 65 | (1) | (1) | Class A Common Stock | 65 | |
| Class B Common Stock | (1) | 08/02/2012 | C | 46,064 | (1) | (1) | Class A Common Stock | 46,064 | |
| Class B Common Stock | (1) | 08/02/2012 | C | 2,879 | (1) | (1) | Class A Common Stock | 2,879 | |
| Class B Common Stock | (1) | 08/02/2012 | C | 2,879 | (1) | (1) | Class A Common Stock | 2,879 | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Plank Kevin A 1020 HULL STREET BALTIMORE, MD 21230 | | | President, CEO, and Chairman | |

Signatures

/s/ John P. Stanton, Attorney in Fact for Kevin A.
Plank

08/02/2012

__Signature of Reporting Person

Date

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) Class B Common Stock is convertible at any time at the option of the reporting person into shares of Class A Common Stock on a one-for-one basis, and has no expiration date.
- (2) Shares of Class B Common Stock automatically convert to Shares of Class A Common Stock effective immediately upon the sale of the Class B shares by the reporting person.
- (3) Shares sold pursuant to a 10b5-1 trading plan.
- (4) This transaction was executed in multiple trades at prices ranging from \$54.94 to \$55.18. The price reported above reflects the weighted average sale price. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer full information regarding the number of shares and prices at which the transaction was effected.
- (5) This transaction was executed in multiple trades at prices ranging from \$53.94 to \$54.93. The price reported above reflects the weighted average sale price. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer full information regarding the number of shares and prices at which the transaction was effected.
- (6) This transaction was executed in multiple trades at prices ranging from \$53.50 to \$54.48. The price reported above reflects the weighted average sale price. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer full information regarding the number of shares and prices at which the transaction was effected.
- (7) This transaction was executed in multiple trades at prices ranging from \$54.49 to \$54.97. The price reported above reflects the weighted average sale price. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the

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issuer full information regarding the number of shares and prices at which the transaction was effected.

- (8) This transaction was executed in multiple trades at prices ranging from \$53.02 to \$54.01. The price reported above reflects the weighted average sale price. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer full information regarding the number of shares and prices at which the transaction was effected.

Remarks:

All share amounts, and numbers and exercise prices for stock options, have been adjusted to reflect the two-for-one stock split

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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