

Plank J Scott
Form 4
February 08, 2012

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
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Plank J Scott

(Last) (First) (Middle)

1020 HULL STREET

(Street)

BALTIMORE, MD 21230

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

Under Armour, Inc. [UA]

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

02/06/2012

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
____X____ Officer (give title below) ____ Other (specify below)

EVP of Business Development

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ 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	(A) or (D) Price			
Class A Common Stock	02/06/2012		S		3,000 (1)	D \$ 80.46 (2)	1,373,570	D	
Class A Common Stock	02/06/2012		S		9,000 (1)	D \$ 80.91 (3)	1,364,570	D	
Class A Common Stock	02/07/2012		S		2,308 (1)	D \$ 80.4 (4)	1,362,262	D	
Class A Common	02/07/2012		S		9,692 (1)	D \$ 81.08	1,352,570	D	

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Stock					(5)				
Class A Common Stock	02/08/2012	S	1,077 (1)	D	\$ 81.39 (6)	1,351,493	D		
Class A Common Stock	02/08/2012	S	1,423 (1)	D	\$ 82.04 (7)	1,350,070	D		
Class A Common Stock	02/06/2012	S	3,047 (1)	D	\$ 80.78 (8)	65,138	I		By Annuity Trust
Class A Common Stock	02/06/2012	S	200 (1)	D	\$ 81.2 (9)	64,938	I		By Annuity Trust
Class A Common Stock	02/07/2012	S	3,247 (1)	D	\$ 81 (10)	61,691	I		By Annuity Trust
Class A Common Stock	02/08/2012	S	1,400 (1)	D	\$ 81.39 (6)	60,291	I		By Annuity Trust
Class A Common Stock	02/08/2012	S	1,847 (1)	D	\$ 82.04 (11)	58,444	I		By Annuity Trust
Class A Common Stock	02/06/2012	S	600 (1)	D	\$ 80.46 (2)	498,546	I		By JSDM Family LLC
Class A Common Stock	02/06/2012	S	1,800 (1)	D	\$ 80.91 (3)	496,746	I		By JSDM Family LLC
Class A Common Stock	02/07/2012	S	461 (1)	D	\$ 80.4 (4)	496,285	I		By JSDM Family LLC
Class A Common Stock	02/07/2012	S	1,939 (1)	D	\$ 81.08 (5)	494,346	I		By JSDM Family LLC
Class A Common Stock	02/08/2012	S	215 (1)	D	\$ 81.39 (6)	494,131	I		By JSDM Family LLC
Class A Common Stock	02/08/2012	S	285 (1)	D	\$ 82.04 (7)	493,846	I		By JSDM Family LLC
Class A Common Stock						100,000	I		JS DM II LLC

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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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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 Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Plank J Scott 1020 HULL STREET BALTIMORE, MD 21230			EVP of Business Development	

Signatures

By: /s/ John P. Stanton, Attorney in Fact For: J. Scott
Plank 02/08/2012

__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) Shares sold pursuant to a 10b5-1 trading plan.
- (2) This transaction was executed in multiple trades at prices ranging from \$79.67 to \$80.66. 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.
- (3) This transaction was executed in multiple trades at prices ranging from \$80.67 to \$81.29. 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.
- (4)

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This transaction was executed in multiple trades at prices ranging from \$79.75 to \$80.73. 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 \$80.80 to \$81.29. 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 \$80.83 to \$81.80. 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 \$81.88 to \$82.71. 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.

- (8) This transaction was executed in multiple trades at prices ranging from \$80.15 to \$81.12. 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.

- (9) This transaction was executed in multiple trades at prices ranging from \$81.15 to \$81.24. 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.

- (10) This transaction was executed in multiple trades at prices ranging from \$80.42 to \$81.29. 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.

- (11) This transaction was executed in multiple trades at prices ranging from \$81.88 to \$82.71. 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.

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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