

Plank Kevin A
Form 4
August 02, 2012

FORM 4

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

OMB APPROVAL

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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

(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)
07/31/2012

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

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 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 <u>(4)</u>	D	\$ 55.04	4,802	I	By KD Plank LLC	
Class A Common Stock	07/31/2012	<u>S⁽³⁾</u>	198 <u>(4)</u>	D	\$ 55.04	4,802	I	KD Plank #2 LLC	
Class A Common Stock	07/31/2012	<u>S⁽³⁾</u>	4,802 <u>(5)</u>	D	\$ 54.43	0	I	By KD Plank LLC	
Class A Common Stock	07/31/2012	<u>S⁽³⁾</u>	4,802 <u>(5)</u>	D	\$ 54.43	0	I	KD Plank #2 LLC	
Class A Common Stock	07/31/2012	<u>S⁽³⁾</u>	76,839 <u>(5)</u>	D	\$ 54.43	3,361	D		
Class A Common Stock	07/31/2012	<u>S⁽³⁾</u>	3,161 <u>(4)</u>	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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