

Plank J Scott  
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 J Scott

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)

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

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

1020 HULL STREET

EVP, Business Development

(Street)

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

BALTIMORE, MD 21230

(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)
Class A Common Stock				(A) or (D)	Price		
Class A Common Stock	07/31/2012		S <sup>(1)</sup>	23,000 <sup>(2)</sup>	\$ 54.43	D	
Class A Common Stock	07/31/2012		S <sup>(1)</sup>	6,294 <sup>(3)</sup>	\$ 54.44	D	Annuity Trust
Class A Common Stock	07/31/2012		S <sup>(1)</sup>	200 <sup>(4)</sup>	\$ 55.12	D	Annuity Trust
					200,000	I	JS DM II LLC

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Stock								
Class A Common Stock	07/31/2012	<u>S<sup>(1)</sup></u>	<u>1,000</u> <sup>(5)</sup>	D	\$ 55.05	2,564,848	D	
Class A Common Stock	07/31/2012	<u>S<sup>(1)</sup></u>	<u>4,600</u> <sup>(2)</sup>	D	\$ 54.43	958,092	I	JSDM Family LLC
Class A Common Stock	07/31/2012	<u>S<sup>(1)</sup></u>	<u>200</u> <sup>(5)</sup>	D	\$ 55.05	957,892	I	JSDM Family LLC
Class A Common Stock	08/01/2012	<u>S<sup>(1)</sup></u>	<u>23,923</u> <sup>(6)</sup>	D	\$ 53.87	2,540,925	D	
Class A Common Stock	08/01/2012	<u>S<sup>(1)</sup></u>	77	D	\$ 54.62	2,540,848	D	
Class A Common Stock	08/01/2012	<u>S<sup>(1)</sup></u>	<u>6,494</u> <sup>(6)</sup>	D	\$ 53.86	51,228	I	Annuity Trust
Class A Common Stock	08/01/2012	<u>S<sup>(1)</sup></u>	<u>4,785</u> <sup>(6)</sup>	D	\$ 53.87	953,107	I	JSDM Family LLC
Class A Common Stock	08/01/2012	<u>S<sup>(1)</sup></u>	15	D	\$ 54.62	953,092	I	JSDM Family LLC
Class A Common Stock	08/02/2012	<u>S<sup>(1)</sup></u>	<u>17,943</u> <sup>(7)</sup>	D	\$ 53.82	2,522,905	D	
Class A Common Stock	08/02/2012	<u>S<sup>(1)</sup></u>	<u>3,589</u> <sup>(7)</sup>	D	\$ 53.82	949,503	I	JSDM Family LLC
Class A Common Stock	08/02/2012	<u>S<sup>(1)</sup></u>	<u>6,057</u> <sup>(8)</sup>	D	\$ 54.4	2,516,848	D	
Class A Common Stock	08/02/2012	<u>S<sup>(1)</sup></u>	<u>1,211</u> <sup>(8)</sup>	D	\$ 54.4	948,292	I	JSDM Family LLC
Class A Common Stock	08/02/2012	<u>S<sup>(1)</sup></u>	<u>5,694</u> <sup>(9)</sup>	D	\$ 53.89	45,534	I	Annuity Trust
Class A Common Stock	08/02/2012	<u>S<sup>(1)</sup></u>	<u>800</u> <sup>(10)</sup>	D	\$ 54.52	44,734	I	Annuity Trust

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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 Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Following Transaction (Instr. 5)
				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, Business Development	

## Signatures

/s/ John P. Stanton, Attorney in Fact for: J. Scott Plank  
Date: 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) Shares sold pursuant to a 10b5-1 trading plan.
- (2) 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.
- (3) This transaction was executed in multiple trades at prices ranging from \$53.99 to \$54.94. 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 \$55.11 to \$55.12. 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.

(5) 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.

(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 \$53.21 to \$54.20. 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 \$54.21 to \$54.65. 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 \$53.46 to \$54.39. 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 \$54.46 to \$54.60. 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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