

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 ⁽¹⁾ | 23,000 ⁽²⁾ | \$ 54.43 | D | |
| Class A Common Stock | 07/31/2012 | | S ⁽¹⁾ | 6,294 ⁽³⁾ | \$ 54.44 | D | Annuity Trust |
| Class A Common Stock | 07/31/2012 | | S ⁽¹⁾ | 200 ⁽⁴⁾ | \$ 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⁽¹⁾</u> | <u>1,000</u> ⁽⁵⁾ | D | \$ 55.05 | 2,564,848 | D | |
| Class A Common Stock | 07/31/2012 | <u>S⁽¹⁾</u> | <u>4,600</u> ⁽²⁾ | D | \$ 54.43 | 958,092 | I | JSDM Family LLC |
| Class A Common Stock | 07/31/2012 | <u>S⁽¹⁾</u> | <u>200</u> ⁽⁵⁾ | D | \$ 55.05 | 957,892 | I | JSDM Family LLC |
| Class A Common Stock | 08/01/2012 | <u>S⁽¹⁾</u> | <u>23,923</u> ⁽⁶⁾ | D | \$ 53.87 | 2,540,925 | D | |
| Class A Common Stock | 08/01/2012 | <u>S⁽¹⁾</u> | 77 | D | \$ 54.62 | 2,540,848 | D | |
| Class A Common Stock | 08/01/2012 | <u>S⁽¹⁾</u> | <u>6,494</u> ⁽⁶⁾ | D | \$ 53.86 | 51,228 | I | Annuity Trust |
| Class A Common Stock | 08/01/2012 | <u>S⁽¹⁾</u> | <u>4,785</u> ⁽⁶⁾ | D | \$ 53.87 | 953,107 | I | JSDM Family LLC |
| Class A Common Stock | 08/01/2012 | <u>S⁽¹⁾</u> | 15 | D | \$ 54.62 | 953,092 | I | JSDM Family LLC |
| Class A Common Stock | 08/02/2012 | <u>S⁽¹⁾</u> | <u>17,943</u> ⁽⁷⁾ | D | \$ 53.82 | 2,522,905 | D | |
| Class A Common Stock | 08/02/2012 | <u>S⁽¹⁾</u> | <u>3,589</u> ⁽⁷⁾ | D | \$ 53.82 | 949,503 | I | JSDM Family LLC |
| Class A Common Stock | 08/02/2012 | <u>S⁽¹⁾</u> | <u>6,057</u> ⁽⁸⁾ | D | \$ 54.4 | 2,516,848 | D | |
| Class A Common Stock | 08/02/2012 | <u>S⁽¹⁾</u> | <u>1,211</u> ⁽⁸⁾ | D | \$ 54.4 | 948,292 | I | JSDM Family LLC |
| Class A Common Stock | 08/02/2012 | <u>S⁽¹⁾</u> | <u>5,694</u> ⁽⁹⁾ | D | \$ 53.89 | 45,534 | I | Annuity Trust |
| Class A Common Stock | 08/02/2012 | <u>S⁽¹⁾</u> | <u>800</u> ⁽¹⁰⁾ | 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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