

Plank J Scott
Form 4
February 08, 2011

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)
1020 HULL STREET

(Street)

3. Date of Earliest Transaction (Month/Day/Year)
02/04/2011

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
EVP of Business Development

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 or Price (A) or (D) | | |
| Class A Common Stock | 02/04/2011 | | S | | 880 ⁽¹⁾ 60.12 ₍₂₎ | D | |
| Class A Common Stock | 02/04/2011 | | S | | 1,540 ₍₁₎ 61.57 ₍₃₎ | D | |
| Class A Common Stock | 02/04/2011 | | S | | 1,687 ₍₁₎ 62.08 ₍₄₎ | D | |
| Class A Common | 02/04/2011 | | S | | 3,319 ₍₁₎ 63.43 | D | |

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| | | | | | | | | | | | | | |
|----------------------------|------------|---|----------------------|---|----------------------------|-----------|---|--|--|--|--|--|------------------------|
| Stock | | | | | | | | | | | | | |
| Class A Common Stock | 02/04/2011 | S | 4,034 <u>(1)</u> | D | \$ 64.24 <u>(6)</u> | 1,659,128 | D | | | | | | |
| Class A Common Stock | 02/07/2011 | S | 6,454 <u>(1)</u> | D | \$ 64.22 <u>(7)</u> | 1,652,674 | D | | | | | | |
| Class A Common Stock | 02/07/2011 | S | 74 <u>(1)</u> | D | \$ 63.42 | 1,652,600 | D | | | | | | |
| Class A Common Stock | 02/07/2011 | S | 4,932 <u>(1)</u> | D | \$ 65.03 <u>(8)</u> | 1,647,668 | D | | | | | | |
| Class A Common Stock | 02/08/2011 | S | 147 <u>(1)</u> | D | \$ 65.05 <u>(9)</u> | 1,647,521 | D | | | | | | |
| Class A Common Stock | 02/08/2011 | S | 1,027 <u>(1)</u> | D | \$ 65.65 <u>(10)</u> | 1,646,494 | D | | | | | | |
| Class A Common Stock | 02/08/2011 | S | 10,276 <u>(1)</u> | D | \$ 66.51 <u>(11)</u> | 1,636,218 | D | | | | | | |
| Class A Common Stock | 02/04/2011 | S | 320 <u>(1)</u> | D | \$ 60.12 <u>(2)</u> | 172,713 | I | | | | | | By Annuity Trust |
| Class A Common Stock | 02/04/2011 | S | 560 <u>(1)</u> | D | \$ 61.57 <u>(3)</u> | 172,153 | I | | | | | | By Annuity Trust |
| Class A Common Stock | 02/04/2011 | S | 613 <u>(1)</u> | D | \$ 62.08 <u>(4)</u> | 171,540 | I | | | | | | By Annuity Trust |
| Class A Common Stock | 02/04/2011 | S | 1,206 <u>(1)</u> | D | \$ 63.43 <u>(5)</u> | 170,334 | I | | | | | | By Annuity Trust |
| Class A Common Stock | 02/04/2011 | S | 1,466 <u>(1)</u> | D | \$ 64.24 <u>(6)</u> | 168,868 | I | | | | | | By Annuity Trust |
| Class A Common Stock | 02/07/2011 | S | 2,346 <u>(1)</u> | D | \$ 64.22 <u>(7)</u> | 166,522 | I | | | | | | By Annuity Trust |
| Class A Common Stock | 02/07/2011 | S | 26 <u>(1)</u> | D | \$ 63.42 | 166,496 | I | | | | | | By Annuity Trust |

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|----------------------------|------------|---|--------------|---|---------------------|---------|---|--------------------------|
| Class A Common Stock | 02/07/2011 | S | 1,793 (1) | D | \$ 65.03 (8) | 164,703 | I | By Annuity Trust |
| Class A Common Stock | 02/08/2011 | S | 53 (1) | D | \$ 65.05 (9) | 164,650 | I | By Annuity Trust |
| Class A Common Stock | 02/08/2011 | S | 373 (1) | D | \$ 65.65 (10) | 164,277 | I | By Annuity Trust |
| Class A Common Stock | 02/08/2011 | S | 3,749 (1) | D | \$ 66.51 (11) | 160,528 | I | By Annuity Trust |
| Class A Common Stock | | | | | | 506,346 | I | By JSDM Family LLC |
| Class A Common Stock | | | | | | 100,000 | I | JS DM II LLC |

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 |
|---|--|---|---|--------------------------------------|--|--|---|---|--|
| | | | | | | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| | | | | | | Code | V | (A) | (D) |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Reporting Owners

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

02/08/2011

__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.

This transaction was executed in multiple trades at prices ranging from \$59.85 to \$60.35. 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 \$61.24 to \$61.77. 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) This transaction was executed in multiple trades at prices ranging from \$61.79 to \$62.77. 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 \$62.92 to \$63.86. 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 \$63.88 to \$64.86. 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 \$63.51 to \$64.48. 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.

(8) This transaction was executed in multiple trades at prices ranging from \$64.54 to \$65.50. 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 \$65.02 to \$65.06. 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 \$65.15 to \$66.10. 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 \$66.11 to \$67.10. 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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