

Plank Kevin A
Form 4
May 03, 2011

FORM 4

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

OMB APPROVAL

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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)
04/29/2011

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 and CEO

6. Individual or Joint/Group Filing(Check Applicable Line)
 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 Beneficial Ownership (Instr. 4)
			Code	V	Amount or Price (A) or (D)		
Class A Common Stock	04/29/2011		C		19,620 (1)	A	(2) 19,720
Class A Common Stock	04/29/2011		S		19,620 (1)	D	\$ 68.22 (3) 100
Class A Common Stock	04/29/2011		C		21,428 (1)	A	(2) 21,528
Class A Common	04/29/2011		S		21,428 (1)	D	\$ 69.11 100

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Stock					(4)		
Class A Common Stock	04/29/2011	C	<u>6,652</u> (1)	A	<u>(2)</u>	6,752	D
Class A Common Stock	04/29/2011	S	<u>6,652</u> (1)	D	\$ <u>69.79</u> (5)	100	D
Class A Common Stock	05/02/2011	C	<u>25,447</u> (1)	A	<u>(2)</u>	25,547	D
Class A Common Stock	05/02/2011	S	<u>25,447</u> (1)	D	\$ <u>65.82</u> (6)	100	D
Class A Common Stock	05/02/2011	C	<u>17,843</u> (1)	A	<u>(2)</u>	17,943	D
Class A Common Stock	05/02/2011	S	<u>17,843</u> (1)	D	\$ <u>66.74</u> (7)	100	D
Class A Common Stock	05/02/2011	C	<u>3,330</u> (1)	A	<u>(2)</u>	3,430	D
Class A Common Stock	05/02/2011	S	<u>3,330</u> (1)	D	\$ <u>67.56</u> (8)	100	D
Class A Common Stock	05/02/2011	C	<u>1,080</u> (1)	A	<u>(2)</u>	1,180	D
Class A Common Stock	05/02/2011	S	<u>1,080</u> (1)	D	\$ <u>68.42</u> (9)	100	D
Class A Common Stock	05/03/2011	C	<u>36,990</u> (1)	A	<u>(2)</u>	37,090	D
Class A Common Stock	05/03/2011	S	<u>36,990</u> (1)	D	\$ <u>64.95</u> (10)	100	D
Class A Common Stock	05/03/2011	C	<u>10,080</u> (1)	A	<u>(2)</u>	10,180	D
Class A Common Stock	05/03/2011	S	<u>10,080</u> (1)	D	\$ <u>65.82</u> (11)	100	D

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Class A Common Stock	05/03/2011	C	630 <u>(1)</u>	A <u>(2)</u>	730	D
Class A Common Stock	05/03/2011	S	630 <u>(1)</u>	D	\$ 66.57 <u>(12)</u>	100 D

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

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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. Amount or Number of Shares
Class B Common Stock	<u>(13)</u>	04/29/2011		C	19,620 <u>(1)</u>	<u>(13)</u> <u>(13)</u>	Class A Common Stock	19,620
Class B Common Stock	<u>(13)</u>	04/29/2011		C	21,428 <u>(1)</u>	<u>(13)</u> <u>(13)</u>	Class A Common Stock	21,428
Class B Common Stock	<u>(13)</u>	04/29/2011		C	6,652 <u>(1)</u>	<u>(13)</u> <u>(13)</u>	Class A Common Stock	6,652
Class B Common Stock	<u>(13)</u>	05/02/2011		C	25,447 <u>(1)</u>	<u>(13)</u> <u>(13)</u>	Class A Common Stock	25,447
Class B Common Stock	<u>(13)</u>	05/02/2011		C	17,843 <u>(1)</u>	<u>(13)</u> <u>(13)</u>	Class A Common Stock	17,843
Class B Common Stock	<u>(13)</u>	05/02/2011		C	3,330 <u>(1)</u>	<u>(13)</u> <u>(13)</u>	Class A Common Stock	3,330
Class B Common Stock	<u>(13)</u>	05/02/2011		C	1,080 <u>(1)</u>	<u>(13)</u> <u>(13)</u>	Class A Common Stock	1,080

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This transaction was executed in multiple trades at prices ranging from \$69.61 to \$70.20. 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.

(6) This transaction was executed in multiple trades at prices ranging from \$65.30 to \$66.29. 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.

(7) This transaction was executed in multiple trades at prices ranging from \$66.30 to \$67.29. 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.

(8) This transaction was executed in multiple trades at prices ranging from \$67.30 to \$68.01. 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.

(9) This transaction was executed in multiple trades at prices ranging from \$68.30 to \$68.54. 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 \$64.48 to \$65.47. 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 \$65.48 to \$66.40. 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.

(12) This transaction was executed in multiple trades at prices ranging from \$66.50 to \$66.66. 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.

(13) 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.

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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