

Plank J Scott
Form 4
May 06, 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 J Scott

(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)
05/04/2011

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)
EVP of Business Development

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 Ownership (Instr. 4)
			Code	V	Amount (A) or (D) Price		
Class A Common Stock	05/04/2011		S		6,967 (1)	D	\$ 63.52 (2) 1,602,473
Class A Common Stock	05/04/2011		S		2,861 (1)	D	\$ 64.45 (3) 1,599,612
Class A Common Stock	05/04/2011		S		1,632 (1)	D	\$ 65.16 (4) 1,597,980
Class A Common	05/05/2011		S		3,447 (1)	D	\$ 64.59 1,594,533

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Stock													
Class A Common Stock	05/05/2011	S	<u>7,866</u> (1)	D	\$ 65.15 (6)	1,586,667	D						
Class A Common Stock	05/05/2011	S	147 (1)	D	\$ 65.95 (7)	1,586,520	D						
Class A Common Stock	05/06/2011	S	<u>5,349</u> (1)	D	\$ 65.52 (8)	1,581,171	D						
Class A Common Stock	05/06/2011	S	<u>4,341</u> (1)	D	\$ 66.36 (9)	1,576,830	D						
Class A Common Stock	05/06/2011	S	<u>1,760</u> (1)	D	\$ 67.01 (10)	1,575,070	D						
Class A Common Stock	05/04/2011	S	<u>2,533</u> (1)	D	\$ 63.52 (2)	137,898	I						By Annuity Trust
Class A Common Stock	05/04/2011	S	<u>1,039</u> (1)	D	\$ 64.45 (3)	136,859	I						By Annuity Trust
Class A Common Stock	05/04/2011	S	593 (1)	D	\$ 65.16 (4)	136,266	I						By Annuity Trust
Class A Common Stock	05/05/2011	S	<u>1,253</u> (1)	D	\$ 64.59 (5)	135,013	I						By Annuity Trust
Class A Common Stock	05/05/2011	S	<u>2,859</u> (1)	D	\$ 65.15 (6)	132,154	I						By Annuity Trust
Class A Common Stock	05/05/2011	S	53 (1)	D	\$ 65.95 (7)	132,101	I						By Annuity Trust
Class A Common Stock	05/06/2011	S	<u>1,951</u> (1)	D	\$ 65.52 (8)	130,150	I						By Annuity Trust
Class A Common Stock	05/06/2011	S	<u>1,584</u> (1)	D	\$ 66.36 (9)	128,566	I						By Annuity Trust
Class A Common Stock	05/06/2011	S	640 (1)	D	\$ 67.01 (10)	127,926	I						By Annuity Trust

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- (1) Shares sold pursuant to a 10b5-1 trading plan.

This transaction was executed in multiple trades at prices ranging from \$62.93 to \$63.91. 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.

- (2) This transaction was executed in multiple trades at prices ranging from \$63.93 to \$64.89. 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 \$64.97 to \$65.34. 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 \$63.82 to \$64.81. 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 \$64.82 to \$65.80. 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 \$65.86 to \$66.04. 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 \$64.89 to \$65.88. 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 \$65.89 to \$66.88. 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 \$66.89 to \$67.18. 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.

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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