

Plank J Scott  
Form 4  
August 07, 2012

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
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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)  
08/03/2012

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

EVP, 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 Beneficial Ownership (Instr. 4)
			Code	V Amount (A) or (D) Price			
Class A Common Stock					200,000	I	JS DM II LLC
Class A Common Stock	08/03/2012		S <sup>(1)</sup>	<u>(2)</u> 15,846 D \$ 55.8	2,501,002	D	
Class A Common Stock	08/03/2012		S <sup>(1)</sup>	<u>(2)</u> 3,170 D \$ 55.8	945,122	I	JSDM Family LLC
Class A Common	08/03/2012		S <sup>(1)</sup>	<u>(3)</u> 8,154 D \$ 56.21	2,492,848	D	

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Stock

Class A Common Stock	08/03/2012	<u>S<sup>(1)</sup></u>	<u>1,630</u> <sup>(3)</sup>	D	\$ 56.21	943,492	I	JSDM Family LLC
Class A Common Stock	08/03/2012	<u>S<sup>(1)</sup></u>	<u>4,594</u> <sup>(2)</sup>	D	\$ 55.84	40,140	I	Annuity Trust
Class A Common Stock	08/03/2012	<u>S<sup>(1)</sup></u>	<u>1,900</u> <sup>(4)</sup>	D	\$ 56.22	38,240	I	Annuity Trust
Class A Common Stock	08/06/2012	<u>S<sup>(1)</sup></u>	<u>8,615</u> <sup>(5)</sup>	D	\$ 56.62	2,484,233	D	
Class A Common Stock	08/06/2012	<u>S<sup>(1)</sup></u>	<u>1,723</u> <sup>(5)</sup>	D	\$ 56.62	941,769	I	JSDM Family LLC
Class A Common Stock	08/06/2012	<u>S<sup>(1)</sup></u>	<u>15,385</u> <sup>(6)</sup>	D	\$ 57.26	2,468,848	D	
Class A Common Stock	08/06/2012	<u>S<sup>(1)</sup></u>	<u>3,077</u> <sup>(6)</sup>	D	\$ 57.26	938,692	I	JSDM Family LLC
Class A Common Stock	08/06/2012	<u>S<sup>(1)</sup></u>	<u>3,300</u> <sup>(7)</sup>	D	\$ 56.78	34,940	I	Annuity Trust
Class A Common Stock	08/06/2012	<u>S<sup>(1)</sup></u>	<u>3,194</u> <sup>(8)</sup>	D	\$ 57.35	31,746	I	Annuity Trust
Class A Common Stock	08/07/2012	<u>S<sup>(1)</sup></u>	<u>2,828</u> <sup>(9)</sup>	D	\$ 57.16	2,466,020	D	
Class A Common Stock	08/07/2012	<u>S<sup>(1)</sup></u>	<u>2,172</u> <sup>(10)</sup>	D	\$ 58.02	2,463,848	D	
Class A Common Stock	08/07/2012	<u>S<sup>(1)</sup></u>	<u>434</u> <sup>(10)</sup>	D	\$ 58.02	938,258	I	JSDM Family LLC
Class A Common Stock	08/07/2012	<u>S<sup>(1)</sup></u>	<u>566</u> <sup>(9)</sup>	D	\$ 57.16	937,692	I	JSDM Family LLC
Class A Common Stock	08/07/2012	<u>S<sup>(1)</sup></u>	<u>3,894</u> <sup>(11)</sup>	D	\$ 57.19	27,852	I	Annuity Trust



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- (3) This transaction was executed in multiple trades at prices ranging from \$56.12 to \$56.34. 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 \$56.13 to \$56.33. 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 \$55.95 to \$56.94. 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.
- (6) This transaction was executed in multiple trades at prices ranging from \$56.95 to \$57.66. 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.
- (7) This transaction was executed in multiple trades at prices ranging from \$56.14 to \$57.12. 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.
- (8) This transaction was executed in multiple trades at prices ranging from \$57.14 to \$57.65. 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 \$56.64 to \$57.64. 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 \$57.65 to \$58.42. 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 \$56.67 to \$57.65. 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.
- (12) This transaction was executed in multiple trades at prices ranging from \$57.68 to \$58.42. 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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