

Under Armour, Inc.  
Form 4  
May 22, 2009

**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 \*  
**MARINO WAYNE**

(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)  
**05/20/2009**

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)  
**COO**

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  | (A) or (D)   | Price   |
| Class A Common Stock            | 05/20/2009                           |  | M                              |   | 50,000  | A  | \$ 2.11   |
|                                 |                                      |  |                                |   | 201,432.6112  | D  |   |
| Class A Common Stock            | 05/20/2009                           |  | M                              |   | 41,369  | A  | \$ 2.11   |
|                                 |                                      |  |                                |   | 242,801.6112  | D  |   |
| Class A Common Stock            | 05/20/2009                           |  | S                              |   | 50,000  | D  | \$ 23   |
|                                 |                                      |  |                                |   | 192,801.6112  | D  |   |
| Class A Common                  | 05/20/2009                           |  | S                              |   | 41,369  | D  | \$ 22.87  |
|                                 |                                      |  |                                |   | 151,432.6112  | D  | (2)   |

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Stock (1)  
 Class A  
 Common 100 I by Spouse  
 Stock

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) | Amount or Number of Shares |  |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|--|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date   | Title                      |  |
| Employee Stock Option (Right to Buy)       | \$ 2.11  | 05/20/2009                           |  | M                              | 50,000  | (3) 12/31/2010   | Class A Common Stock  | 50,000                     |  |
| Employee Stock Option (Right to Buy)       | \$ 2.11  | 05/20/2009                           |  | M                              | 41,369  | (3) 12/31/2010   | Class A Common Stock  | 41,369                     |  |

## Reporting Owners

| Reporting Owner Name / Address                          | Relationships |           |         |       |
|---|---------------|-----------|---------|-------|
|   | Director      | 10% Owner | Officer | Other |
| MARINO WAYNE<br>1020 HULL STREET<br>BALTIMORE, MD 21230 |               |           | COO     |       |

## Signatures

By: /s/ John P. Stanton, Attorney in Fact For: Wayne A.  
Marino

05/22/2009

\_\_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).

- This transaction was executed in multiple trades at prices ranging from \$22.87 to \$22.92. The price reported above reflects the weighted
- (1) 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) Includes shares purchased through the Under Armour, Inc. Employee Stock Purchase Plan.
  - (3) The options are exercisable as to 75,000 shares on each of February 1, 2005, February 1, 2006, February 1, 2007, February 1, 2008 and 153,000 shares on February 1, 2009.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.