

Plank Kevin A
 Form 4
 May 02, 2013

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 Kevin A

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)
 04/30/2013

____ Director
 ____ Officer (give title below)
 ____ 10% Owner
 ____ Other (specify below)
 President, CEO, and Chairman

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	04/30/2013		C(2)		51,960	A	\$ 0 52,160	D	
Class A Common Stock	04/30/2013		C(2)		3,247	A	\$ 0 3,247	I	KD Plank #2 LLC
Class A Common Stock	04/30/2013		C(2)		36,040	A	\$ 0 88,200	D	
Class A Common	04/30/2013		C(2)		3,247	A	\$ 0 3,247	I	By KD Plank

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Stock									LLC
Class A Common Stock	04/30/2013	<u>C⁽²⁾</u>	2,253	A	\$ 0	5,500	I		By KD Plank LLC
Class A Common Stock	04/30/2013	<u>C⁽²⁾</u>	2,253	A	\$ 0	5,500	I		KD Plank #2 LLC
Class A Common Stock	04/30/2013	<u>S⁽³⁾</u>	51,960 <u>(4)</u>	D	\$ 56.39	36,240	D		
Class A Common Stock	04/30/2013	<u>S⁽³⁾</u>	3,247 <u>(4)</u>	D	\$ 56.39	2,253	I		KD Plank #2 LLC
Class A Common Stock	04/30/2013	<u>S⁽³⁾</u>	36,040 <u>(5)</u>	D	\$ 56.79	200	D		
Class A Common Stock	04/30/2013	<u>S⁽³⁾</u>	3,247 <u>(4)</u>	D	\$ 56.39	2,253	I		By KD Plank LLC
Class A Common Stock	04/30/2013	<u>S⁽³⁾</u>	2,253 <u>(5)</u>	D	\$ 56.79	0	I		By KD Plank LLC
Class A Common Stock	04/30/2013	<u>S⁽³⁾</u>	2,253 <u>(5)</u>	D	\$ 56.79	0	I		KD Plank #2 LLC
Class A Common Stock	05/01/2013	<u>C⁽²⁾</u>	86,640	A	\$ 0	86,840	D		
Class A Common Stock	05/01/2013	<u>C⁽²⁾</u>	5,415	A	\$ 0	5,415	I		By KD Plank LLC
Class A Common Stock	05/01/2013	<u>C⁽²⁾</u>	5,415	A	\$ 0	5,415	I		KD Plank #2 LLC
Class A Common Stock	05/01/2013	<u>C⁽²⁾</u>	1,360	A	\$ 0	88,200	D		
Class A Common Stock	05/01/2013	<u>C⁽²⁾</u>	85	A	\$ 0	5,500	I		By KD Plank LLC
Class A Common Stock	05/01/2013	<u>C⁽²⁾</u>	85	A	\$ 0	5,500	I		KD Plank #2 LLC

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Class A Common Stock	05/01/2013	S ⁽³⁾	86,640 (6)	D	\$ 56.71	1,560	D	
Class A Common Stock	05/01/2013	S ⁽³⁾	5,415 (6)	D	\$ 56.71	85	I	By KD Plank LLC
Class A Common Stock	05/01/2013	S ⁽³⁾	5,415 (6)	D	\$ 56.71	85	I	KD Plank #2 LLC
Class A Common Stock	05/01/2013	S ⁽³⁾	1,360 (7)	D	\$ 57.26	200	D	
Class A Common Stock	05/01/2013	S ⁽³⁾	85 (7)	D	\$ 57.26	0	I	By KD Plank LLC
Class A Common Stock	05/01/2013	S ⁽³⁾	85 (7)	D	\$ 57.26	0	I	KD Plank #2 LLC
Class A Common Stock	05/02/2013	C ⁽²⁾	84,000	A	\$ 0	84,200	D	
Class A Common Stock	05/02/2013	C ⁽²⁾	5,250	A	\$ 0	5,250	I	By KD Plank LLC
Class A Common Stock	05/02/2013	C ⁽²⁾	5,250	A	\$ 0	5,250	I	KD Plank #2 LLC
Class A Common Stock	05/02/2013	S ⁽³⁾	84,000 (8)	D	\$ 56.71	200	D	
Class A Common Stock	05/02/2013	S ⁽³⁾	5,250 (8)	D	\$ 56.71	0	I	By KD Plank LLC
Class A Common Stock	05/02/2013	S ⁽³⁾	5,250 (8)	D	\$ 56.71	0	I	KD Plank #2 LLC

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

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(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

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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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Class B Common Stock	(1)					(1)	(1)	Class A Common Stock	1,636,365
Class B Common Stock	(1)	04/30/2013		C	51,960	(1)	(1)	Class A Common Stock	51,960
Class B Common Stock	(1)	04/30/2013		C	3,247	(1)	(1)	Class A Common Stock	3,247
Class B Common Stock	(1)	04/30/2013		C	36,040	(1)	(1)	Class A Common Stock	36,040
Class B Common Stock	(1)	04/30/2013		C	3,247	(1)	(1)	Class A Common Stock	3,247
Class B Common Stock	(1)	04/30/2013		C	2,253	(1)	(1)	Class A Common Stock	2,253
Class B Common Stock	(1)	04/30/2013		C	2,253	(1)	(1)	Class A Common Stock	2,253
Class B Common Stock	(1)	05/01/2013		C	86,640	(1)	(1)	Class A Common Stock	86,640
Class B Common Stock	(1)	05/01/2013		C	5,415	(1)	(1)	Class A Common Stock	5,415
Class B Common Stock	(1)	05/01/2013		C	5,415	(1)	(1)	Class A Common Stock	5,415
Class B Common Stock	(1)	05/01/2013		C	1,360	(1)	(1)	Class A Common Stock	1,360
Class B Common	(1)	05/01/2013		C	85	(1)	(1)	Class A Common	85

Stock							Stock	
Class B Common Stock	(1)	05/01/2013	C	85	(1)	(1)	Class A Common Stock	85
Class B Common Stock	(1)	05/02/2013	C	84,000	(1)	(1)	Class A Common Stock	84,000
Class B Common Stock	(1)	05/02/2013	C	5,250	(1)	(1)	Class A Common Stock	5,250
Class B Common Stock	(1)	05/02/2013	C	5,250	(1)	(1)	Class A Common Stock	5,250

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Plank Kevin A 1020 HULL STREET BALTIMORE, MD 21230			President, CEO, and Chairman	

Signatures

/s/ John P. Stanton, Attorney in Fact for Kevin A.
Plank

05/02/2013

__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) 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.
- (2) Shares of Class B Common Stock automatically convert to Shares of Class A Common Stock effective immediately upon the sale of the Class B shares by the reporting person.
- (3) Shares sold pursuant to a 10b5-1 trading plan.

(4) This transaction was executed in multiple trades at prices ranging from \$55.70 to \$56.69. The price reported above reflects the weighted average purchase 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 \$56.70 to \$56.99. The price reported above reflects the weighted average purchase 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 \$56.19 to \$57.18. 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.

(7) This transaction was executed in multiple trades at prices ranging from \$57.19 to \$57.35. 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

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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 \$56.20 to \$56.99. The price reported above reflects the weighted average purchase 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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