Plank J Scott Form 4 February 03, 2011

FORM 4

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

Washington, D.C. 20549

Check this box if no longer subject to Section 16. Form 4 or Form 5

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

obligations may continue. *See* Instruction

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading Plank J Scott Issuer Symbol Under Armour, Inc. [UA] (Check all applicable) (Last) (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year) Director 10% Owner Other (specify _X__ Officer (give title 1020 HULL STREET 02/01/2011 below) **EVP of Business Development** (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) _X_ Form filed by One Reporting Person

BALTIMORE, MD 21230

(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)	Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)			5. Amount of Securities Beneficially Owned Following Reported	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
			Code V	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)		
Class A Common Stock	02/01/2011		S	11,460 (1)	D	\$ 59.88 (2)	1,693,508	D	
Class A Common Stock	02/02/2011		S	3,173 (1)	D	\$ 59.47 (3)	1,690,335	D	
Class A Common Stock	02/02/2011		S	8,287 (1)	D	\$ 59.79 (4)	1,682,048	D	
Class A Common	02/03/2011		S	514 (1)	D	\$ 59.55	1,681,534	D	

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Stock					<u>(5)</u>			
Class A Common Stock	02/03/2011	S	10,946 (1)	D	\$ 60.35 <u>(6)</u>	1,670,588	D	
Class A Common Stock	02/01/2011	S	4,165 (1)	D	\$ 59.88 (2)	181,363	I	By Annuity Trust
Class A Common Stock	02/02/2011	S	1,152 (1)	D	\$ 59.47 (3)	180,211	I	By Annuity Trust
Class A Common Stock	02/02/2011	S	3,013 (1)	D	\$ 59.79 (4)	177,198	I	By Annuity Trust
Class A Common Stock	02/03/2011	S	186 (1)	D	\$ 59.55 (5)	177,012	I	By Annuity Trust
Class A Common Stock	02/03/2011	S	3,979 (1)	D	\$ 60.35 (6)	173,033	I	By Annuity Trust
Class A Common Stock						506,346	I	By JSDM Family LLC
Class A Common Stock						100,000	I	JS DM II LLC

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

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SEC 1474 (9-02)

 $\label{thm:convergence} \begin{tabular}{ll} Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned \\ (e.g., puts, calls, warrants, options, convertible securities) \end{tabular}$

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. Transacti Code (Instr. 8)	5. orNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	S	ate	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title Amount or	

9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr

Number of Shares

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Plank J Scott EVP of 1020 HULL STREET Business BALTIMORE, MD 21230 Development

Signatures

By: /s/ John P. Stanton, Attorney in Fact For: J. Scott Plank

02/03/2011

**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) Shares sold pursuant to a 10b5-1 trading plan.
- This transaction was executed in multiple trades at prices ranging from \$59.54 to \$60.40. 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.
- This transaction was executed in multiple trades at prices ranging from \$59.37 to \$59.51. 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.
- This transaction was executed in multiple trades at prices ranging from \$59.52 to \$60.51. The price reported above reflects the weighted (4) 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.
- This transaction was executed in multiple trades at prices ranging from \$59.50 to \$59.65. 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.
- This transaction was executed in multiple trades at prices ranging from \$59.73 to \$60.71. 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. 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.

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