Plank Kevin A
Form 4
February 08, 2011

FORM 4

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

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

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).

(Print or Type Responses)

1. Name and Address of Reporting Person *
Plank Kevin A

(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)
02/04/2011

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

__X__ Director __X__ 10% Owner
__X__ Officer (give title below) _____ Other (specify below)
President and CEO

6. Individual or Joint/Group Filing(Check Applicable Line)
_X_ 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	02/04/2011		C		3,870 (1)	A	(2)	3,970	D	
Class A Common Stock	02/04/2011		C		5,580 (1)	A	(2)	9,550	D	
Class A Common Stock	02/04/2011		C		7,650 (1)	A	(2)	17,200	D	
Class A Common	02/04/2011		C		13,955 (1)	A	(2)	31,155	D	

Stock							
Class A Common Stock	02/04/2011	C	16,645 (1)	A	(2)	47,800	D
Class A Common Stock	02/04/2011	S	3,870 (1)	D	$ 60.13 (3)	43,930	D
Class A Common Stock	02/04/2011	S	5,580 (1)	D	$ 61.56 (4)	38,350	D
Class A Common Stock	02/04/2011	S	7,650 (1)	D	$ 62.04 (5)	30,700	D
Class A Common Stock	02/04/2011	S	13,955 (1)	D	$ 63.43 (6)	16,745	D
Class A Common Stock	02/04/2011	S	16,645 (1)	D	$ 64.24 (7)	100	D
Class A Common Stock	02/07/2011	C	270 (1)	A	(2)	370	D
Class A Common Stock	02/07/2011	C	26,910 (1)	A	(2)	27,280	D
Class A Common Stock	02/07/2011	C	20,520 (1)	A	(2)	47,800	D
Class A Common Stock	02/07/2011	S	270 (1)	D	$ 63.36 (8)	47,530	D
Class A Common Stock	02/07/2011	S	26,910 (1)	D	$ 64.21 (9)	20,620	D
Class A Common Stock	02/07/2011	S	20,520 (1)	D	$ 65.02 (10)	100	D
Class A Common Stock	02/08/2011	C	4,230 (1)	A	(2)	4,330	D
Class A Common Stock	02/08/2011	C	38,520 (1)	A	(2)	42,850	D

Class A Common Stock	02/08/2011		S	4,230 (1)	D	$ 65.53 (11)	38,620	D
Class A Common Stock	02/08/2011		S	38,520 (1)	D	$ 66.51 (12)	100	D

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)		8. De Se (In
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Class B Common Stock	(13)	02/04/2011		C			3,870 (1)	(13)	(13)	Class A Common Stock	3,870	
Class B Common Stock	(13)	02/04/2011		C			5,580 (1)	(13)	(13)	Class A Common Stock	5,580	
Class B Common Stock	(13)	02/04/2011		C			7,650 (1)	(13)	(13)	Class A Common Stock	7,650	
Class B Common Stock	(13)	02/04/2011		C			13,955 (1)	(13)	(13)	Class A Common Stock	13,955	
Class B Common Stock	(13)	02/04/2011		C			16,645 (1)	(13)	(13)	Class A Common Stock	16,645	
Class B Common Stock	(13)	02/07/2011		C			270 (1)	(13)	(13)	Class A Common Stock	270	
Class B Common Stock	(13)	02/07/2011		C			26,910 (1)	(13)	(13)	Class A Common Stock	26,910	

Class B Common Stock	(13)	02/07/2011	C	20,520 (1)	(13)	(13)	Class A Common Stock	20,520
Class B Common Stock	(13)	02/08/2011	C	4,230 (1)	(13)	(13)	Class A Common Stock	4,230
Class B Common Stock	(13)	02/08/2011	C	38,520 (1)	(13)	(13)	Class A Common Stock	38,520
Class B Common Stock	(13)				(13)	(13)	Class A Common Stock	926,982
Class B Common Stock	(13)				(13)	(13)	Class A Common Stock	390,000
Class B Common Stock	(13)				(13)	(13)	Class A Common Stock	308,975

Reporting Owners

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

Signatures

By: /s/ John P. Stanton, Attorney in Fact For: Kevin A. Plank	02/08/2011
**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.

(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) This transaction was executed in multiple trades at prices ranging from $59.83 to $60.55. 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 $61.25 to $61.77. 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 $61.78 to $62.77. 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 $62.91 to $63.88. 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.

(7) This transaction was executed in multiple trades at prices ranging from $63.89 to $64.88. 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 $63.33 to $63.42. 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.

(9) This transaction was executed in multiple trades at prices ranging from $63.49 to $64.48. 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 $64.49 to $65.48. 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 $65.09 to $66.09. 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 $66.10 to $67.10. 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.

(13) 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.

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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