

Under Armour, Inc.
Form 4
May 01, 2014

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

(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)
02/27/2014

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)
Chairman 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	(D)	Price		
Class A Common Stock	04/29/2014		C ⁽³⁾		102,352	A	\$ 0 145,898	D	
Class A Common Stock	04/29/2014		C ⁽³⁾		6,397	A	\$ 0 6,397	I	By KD Plank LLC
Class A Common Stock	04/29/2014		C ⁽³⁾		6,397	A	\$ 0 6,397	I	KD Plank #2 LLC
Class A Common	04/29/2014		C ⁽³⁾		73,648	A	\$ 0 219,546	D	

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Stock									
Class A Common Stock	04/29/2014		C ⁽³⁾	4,603	A	\$ 0	11,000	I	By KD Plank LLC
Class A Common Stock	04/29/2014		C ⁽³⁾	4,603	A	\$ 0	11,000	I	KD Plank #2 LLC
Class A Common Stock	04/29/2014		S ⁽⁴⁾	102,352 ⁽⁵⁾	D	\$ 46.56	117,194	D	
Class A Common Stock	04/29/2014		S ⁽⁴⁾	6,397 ⁽⁵⁾	D	\$ 46.56	4,603	I	By KD Plank LLC
Class A Common Stock	04/29/2014		S ⁽⁴⁾	6,397 ⁽⁵⁾	D	\$ 46.56	4,603	I	KD Plank #2 LLC
Class A Common Stock	04/29/2014		S ⁽⁴⁾	73,648 ⁽⁶⁾	D	\$ 47.15	43,546	D	
Class A Common Stock	04/29/2014		S ⁽⁴⁾	4,603 ⁽⁶⁾	D	\$ 47.15	0	I	By KD Plank LLC
Class A Common Stock	04/29/2014		S ⁽⁴⁾	4,603 ⁽⁶⁾	D	\$ 47.15	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)

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 Security (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title
Class B Common Stock	<u>(1)</u>	02/27/2014		G	V 3,198,476	<u>(1)</u>	<u>(1)</u>	Class A Common Stock

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Class	Common Stock	(1)	Date	Relationship	Quantity	(1)	(1)	Class
Class B	Common Stock	(1)	02/27/2014	G V	3,198,476	(1)	(1)	Class A Common Stock
Class B	Common Stock	(1)	04/29/2014	C	102,352	(1)	(1)	Class A Common Stock
Class B	Common Stock	(1)	04/29/2014	C	6,397	(1)	(1)	Class A Common Stock
Class B	Common Stock	(1)	04/29/2014	C	6,397	(1)	(1)	Class A Common Stock
Class B	Common Stock	(1)	04/29/2014	C	73,648	(1)	(1)	Class A Common Stock
Class B	Common Stock	(1)	04/29/2014	C	4,603	(1)	(1)	Class A Common Stock
Class B	Common Stock	(1)	04/29/2014	C	4,603	(1)	(1)	Class A Common Stock

Reporting Owners

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

Signatures

/s/ John P. Stanton, Attorney in Fact for Kevin A. Plank
 Date: 05/01/2014

__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) On February 26, 2009, the reporting person contributed shares of Class B Common Stock to a grantor retained annuity trust for the benefit of himself and his minor children. Upon termination of the trust, on February 27, 2014, 3,198,476 of the shares were transferred to an irrevocable trust for the benefit of the reporting persons minor children. The remaining 74,254 shares were distributed to the reporting person and continue to be reported in this Form 4 as directly owned.

(3)

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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.

- (4) Shares sold pursuant to a 10b5-1 trading plan.

This transaction was executed in multiple trades at prices ranging from \$46.02 to \$47.01. 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 \$47.02 to \$47.42. 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 have been adjusted to reflect the two-for-one stock split effective April 14, 2014.

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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