Plank Kevin A Form 5 February 03, 2012

### FORM 5

#### **OMB APPROVAL**

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

**OMB** 3235-0362 Number: January 31,

2005

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no longer subject to Section 16. Form 4 or Form 5 obligations may continue.

Check this box if

Expires: ANNUAL STATEMENT OF CHANGES IN BENEFICIAL

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OWNERSHIP OF SECURITIES

See Instruction Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, 1(b). Form 3 Holdings Section 17(a) of the Public Utility Holding Company Act of 1935 or Section Reported

Form 4

30(h) of the Investment Company Act of 1940

Transactions Reported

1. Name and Address of Reporting Person \* 2. Issuer Name and Ticker or Trading 5. Relationship of Reporting Person(s) to Issuer Plank Kevin A Symbol Under Armour, Inc. [UA] (Check all applicable) 3. Statement for Issuer's Fiscal Year Ended (Last) (First) (Middle) (Month/Day/Year) \_X\_ Director X\_\_ 10% Owner Other (specify \_X\_\_ Officer (give title 12/31/2011 below) below) 1020 HULL STREET President and CEO (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Reporting Filed(Month/Day/Year) (check applicable line)

BALTIMORE, MDÂ 21230

(State)

(Zip)

(City)

\_X\_ Form Filed by One Reporting Person Form Filed by More than One Reporting Person

1.Title of 2. Transaction Date 2A. Deemed 4. Securities 5. Amount of 6. Ownership 7. Nature of (Month/Day/Year) Securities Form: Direct Indirect Security Execution Date, if Transaction Acquired (A) or Beneficially (Instr. 3) Code Disposed of (D) (D) or Beneficial (Instr. 8) (Month/Day/Year) (Instr. 3, 4 and 5) Owned at end Indirect (I) Ownership of Issuer's (Instr. 4) (Instr. 4) (A) Fiscal Year (Instr. 3 and 4)

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

Amount (D) Price

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

**SEC 2270** (9-02)

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

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5. Number of	6. Date Exercisable and	7. Title and Amount of
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transaction	Derivative	Expiration Date	Underlying Securities
Security	or Exercise		any	Code	Securities	(Month/Day/Year)	(Instr. 3 and 4)
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Acquired (A)		

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	Derivative Security				or Disposed of (D) (Instr. 3, 4, and 5)					
					(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Class B Common Stock	Â	11/30/2011	Â	G	Â	60,000	(1)	(1)	Class A Common Stock	60,000
Class B Common Stock	Â	Â	Â	Â	Â	Â	(1)	(1)	Class A Common Stock	888,976
Class B Common Stock	Â	Â	Â	Â	Â	Â	(1)	(1)	Class A Common Stock	390,000
Class B Common Stock	Â	Â	Â	Â	Â	Â	(1)	(1)	Class A Common Stock	308,975

## **Reporting Owners**

Reporting Owner Name / Address	Relationships					
Treporting of their removers	Director	10% Owner	Officer	Other		
Plank Kevin A 1020 HULL STREET BALTIMORE, MD 21230	ÂX	ÂX	President and CEO	Â		

# **Signatures**

By: /s/ John P. Stanton, Attorney in Fact For: Kevin A.
Plank
02/03/2012

\*\*Signature of Reporting Person

## **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 gifted in connection with a 10b5-1 trading plan.

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.

Date

Reporting Owners 2