Under Armour, Inc. Form 4 May 07, 2009

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL OMB

Number:

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obligations

may continue.

See Instruction

Check this box

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 * COLTHARP DOUGLAS E			2. Issue Symbol	r Name an e	d Ticker or Trading	5. Relationship of Reporting Person(s) to Issuer			
(Last)	(First)	(Middle)	Under Armour, Inc. [UA] 3. Date of Earliest Transaction			(Check all applicable)			
1020 HULL	STREET		(Month/Day/Year) 05/05/2009				itle Other		
(Street)			4. If Amendment, Date Original			6. Individual or Joint/Group Filing(Check			
			Filed(Mon	nth/Day/Yea	r)	Applicable Line) _X_ Form filed by O			
BALTIMOI	RE, MD 21230					Form filed by M Person	ore man One Re	porting	
(City)	(State)	(Zip)	Tabl	le I - Non-l	Derivative Securities Acq	uired, Disposed of,	or Beneficial	lly Owned	
1.Title of Security	2. Transaction D (Month/Day/Yea			3. Transacti	4. Securities Acquired on(A) or Disposed of (D)	5. Amount of Securities	6. Ownership	7. Nature Indirect	

1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. 4. Securities Acquired Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)			5. Amount of Securities Beneficially Owned	6. Ownership Form: Direct (D) or	7. Nature of Indirect Beneficial Ownership	
			Code V	Amount	(A) or (D)	Price	Following Reported Transaction(s) (Instr. 3 and 4)	Indirect (I) (Instr. 4)	(Instr. 4)
Class A Common Stock (1)	05/05/2009		A	1,020.41	A	\$0	48,148.25	D	

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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. Transacti 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
Director Stock Option (Right to Buy) (2)	\$ 24.5	05/05/2009		A	3,061	(3)	05/04/2019	Class A Common Stock	3,061

Reporting Owners

Reporting Owner Name / Address	Relationships					
Toporting o where the control of the	Director	10% Owner	Officer	Other		
COLTHARP DOUGLAS E 1020 HULL STREET BALTIMORE, MD 21230	X					

Signatures

By: /s/ John P. Stanton, Attorney in Fact For: Douglas E.
Coltharp

**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) Annual restricted stock unit grant pursuant to the Under Armour, Inc. 2006 Non-Employee Director Compensation Plan.
- (2) Annual stock option grant pursuant to the Under Armour, Inc. 2006 Non-Employee Director Compensation Plan.
- (3) Stock option becomes exercisable on the date of Under Armour, Inc.'s 2010 Annual Meeting of Stockholders.

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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