Under Armour, Inc. Form 4 September 20, 2006

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL

OMB Number:

3235-0287

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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

may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Last)

(Print or Type Responses)

1. Name and Address of Reporting Person * Haley Kevin M

2. Issuer Name and Ticker or Trading

Symbol

Under Armour, Inc. [UARM]

(First) (Middle) 3. Date of Earliest Transaction

(Month/Day/Year) 09/18/2006

C/O UNDER ARMOUR, INC., 1020 **HULL STREET, 3RD FLOOR**

(Street)

Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner X_ Officer (give title Other (specify

VP and House Counsel

4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check

Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting

Person

below)

BALTIMORE, MD 21230

| (City) | (State) | (Zip) Tab | le I - Non- | Derivativ | e Secu | rities Acqui | red, Disposed of, | or Beneficiall | y 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) | | sed of 4 and (A) or | ` ′ | 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) |
| Class A Common Stock | 09/18/2006 | | M | 8,000 | A | \$ 10.77 | 8,329.647 (2) | D | |
| Class A Common Stock | 09/18/2006 | | S <u>(1)</u> | 8,000 | D | \$ 39.6553 | 329.647 (2) | 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. 5. Number Transaction Derivative Code Securities (Instr. 8) Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | | 6. Date Exer Expiration D (Month/Day) | ate | 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 |
| Employee Stock Option (right to buy) | \$ 10.77 | 09/18/2006 | | M | 8,000 | (3) | 08/18/2011 | Class A Common Stock | 8,000 |

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Haley Kevin M C/O UNDER ARMOUR, INC. 1020 HULL STREET, 3RD FLOOR BALTIMORE, MD 21230

VP and House Counsel

Signatures

/s/ Kevin M. 09/20/2006 Haley

**Signature of Date
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) The sale reported on this Form 4 was effected pursuant to a 10b5-1 trading plan adopted by the reporting person on May 31, 2006.
- (2) Includes 329.647 shares purchased through the Under Armour, Inc. Employee Stock Purchase Plan in 2006.
- (3) Exercisable in five equal annual installments beginning August 18, 2006.

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.

Reporting Owners 2