

Haley Kevin M  
Form 4  
August 28, 2006

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2005  
Estimated average burden hours per response... 0.5

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 \*  
Haley Kevin M

(Last) (First) (Middle)

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

(Street)

BALTIMORE, MD 21230

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
Under Armour, Inc. [UARM]

3. Date of Earliest Transaction  
(Month/Day/Year)  
08/24/2006

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)

VP and House Counsel

6. Individual or Joint/Group Filing(Check Applicable Line)  
 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            | 08/24/2006                           |  | M                              |   | 4,000 A \$ 10.77  | 4,275.365 <sup>(2)</sup>                                 | D   |
| Class A Common Stock            | 08/24/2006                           |  | S <sup>(1)</sup>               |   | 4,000 D \$ 34.765   | 275.365 <sup>(2)</sup>                                   | D   |
| Class A Common Stock            | 08/28/2006                           |  | M                              |   | 6,000 A \$ 10.77  | 6,275.365 <sup>(2)</sup>                                 | D   |
| Class A Common                  | 08/28/2006                           |  | S <sup>(1)</sup>               |   | 6,000 D \$ 35.9374  | 275.365 <sup>(2)</sup>                                   | D   |

Stock

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

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SEC 1474  
(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 (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. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|--|--|---|-------------------------------|
| Employee Stock Option (right to buy)       | \$ 10.77   | 08/24/2006                           |  | M                              | 4,000  | <sup>(3)</sup> 08/18/2011                                | Class A Common Stock  | 4,000                         |
| Employee Stock Option (right to buy)       | \$ 10.77   | 08/28/2006                           |  | M                              | 6,000  | <sup>(3)</sup> 08/18/2011                                | Class A Common Stock  | 6,000                         |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |                      |       |
|---|---------------|-----------|----------------------|-------|
|   | Director      | 10% Owner | Officer              | Other |
| Haley Kevin M<br>C/O UNDER ARMOUR, INC.<br>1020 HULL STREET, 3RD FLOOR<br>BALTIMORE, MD 21230 |               |           | VP and House Counsel |       |

## Signatures

/s/ Kevin M.  
Haley

08/28/2006

Date

\_\_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) The sales reported on this Form 4 were effected pursuant to a 10b5-1 trading plan adopted by the reporting person on May 31, 2006.
- (2) Includes 275.365 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.

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