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Form

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-width: 1; border-bottom-width: 1">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 02/09/2015 C⁽²⁾ 230,392 A \$ 0 273,938 D Class A
Common Stock 02/09/2015 C⁽²⁾ 14,399 A \$ 0 14,399 I By KD Plank LLC Class A Common Stock 02/09/2015 C⁽²⁾
14,399 A \$ 0 14,399 I KD Plank #2 LLC Class A Common Stock 02/09/2015 C⁽²⁾ 19,608 A \$ 0 293,546 D Class A
Common Stock 02/09/2015 C⁽²⁾ 1,226 A \$ 0 15,625 I By KD Plank LLC Class A Common Stock 02/09/2015 C⁽²⁾
1,226 A \$ 0 15,625 I KD Plank #2 LLC Class A Common Stock 02/09/2015 S⁽³⁾ 230,392 ⁽⁴⁾ D \$ 72.71 63,154 D
Class A Common Stock 02/09/2015 S⁽³⁾ 14,399 ⁽⁴⁾ D \$ 72.71 1,226 I By KD Plank LLC Class A Common
Stock 02/09/2015 S⁽³⁾ 14,399 ⁽⁴⁾ D \$ 72.71 1,226 I KD Plank #2 LLC Class A Common Stock 02/09/2015 S⁽³⁾
1,226 ⁽⁵⁾ D \$ 73.3 0 I By KD Plank LLC Class A Common Stock 02/09/2015 S⁽³⁾ 1,226 ⁽⁵⁾ D \$ 73.3 0 I KD Plank #2
LLC Class A Common Stock 02/09/2015 S⁽³⁾ 19,608 ⁽⁵⁾ D \$ 73.3 43,546 D Class A Common Stock 02/10/2015 C⁽²⁾
110,000 A \$ 0 153,546 D Class A Common Stock 02/10/2015 C⁽²⁾ 6,875 A \$ 0 6,875 I By KD Plank LLC Class A
Common Stock 02/10/2015 C⁽²⁾ 6,875 A \$ 0 6,875 I KD Plank #2 LLC Class A Common Stock 02/10/2015 S⁽³⁾
6,875 ⁽⁶⁾ D \$ 73.12 0 I By KD Plank LLC Class A Common Stock 02/10/2015 S⁽³⁾ 6,875 ⁽⁶⁾ D \$ 73.12 0 I KD Plank
#2 LLC Class A Common Stock 02/10/2015 S⁽³⁾ 110,000 ⁽⁶⁾ D \$ 73.12 43,546 D

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 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
Class B Common Stock	<u>(1)</u>					<u>(1)</u>	<u>(1)</u>	Class A Common Stock	3,198,476
Class B Common Stock	<u>(1)</u>	02/09/2015		C	230,392	<u>(1)</u>	<u>(1)</u>	Class A Common Stock	230,392
Class B Common Stock	<u>(1)</u>	02/09/2015		C	14,399	<u>(1)</u>	<u>(1)</u>	Class A Common Stock	14,399

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Class B Common Stock	<u>(1)</u>	02/09/2015	C	14,399	<u>(1)</u>	<u>(1)</u>	Class A Common Stock	14,399
Class B Common Stock	<u>(1)</u>	02/09/2015	C	19,608	<u>(1)</u>	<u>(1)</u>	Class A Common Stock	19,608
Class B Common Stock	<u>(1)</u>	02/09/2015	C	1,226	<u>(1)</u>	<u>(1)</u>	Class A Common Stock	1,226
Class B Common Stock	<u>(1)</u>	02/09/2015	C	1,226	<u>(1)</u>	<u>(1)</u>	Class A Common Stock	1,226
Class B Common Stock	<u>(1)</u>	02/10/2015	C	110,000	<u>(1)</u>	<u>(1)</u>	Class A Common Stock	110,000
Class B Common Stock	<u>(1)</u>	02/10/2015	C	6,875	<u>(1)</u>	<u>(1)</u>	Class A Common Stock	6,875
Class B Common Stock	<u>(1)</u>	02/10/2015	C	6,875	<u>(1)</u>	<u>(1)</u>	Class A Common Stock	6,875

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

02/10/2015

**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) 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.
 - (3) Shares sold pursuant to a 10b5-1 trading plan.
 - (4) This transaction was executed in multiple trades at prices ranging from \$72.17 to \$73.16. 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

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issuer full information regarding the number of shares and prices at which the transaction was effected.

(5) This transaction was executed in multiple trades at prices ranging from \$73.17 to \$73.82. 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 \$72.72 to \$73.67. 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.

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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