

NAUTILUS, INC.  
Form 4  
March 02, 2015

**FORM 4**

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

OMB APPROVAL

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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 \*  
Murdock Robert O.

(Last) (First) (Middle)

NAUTILUS, INC., 17750 SE 6TH WAY

(Street)

VANCOUVER, WA 98683

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
NAUTILUS, INC. [NLS]

3. Date of Earliest Transaction (Month/Day/Year)  
02/26/2015

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, GM Direct

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 Ownership (Instr. 4)	
			Code	V	Amount or Price			
Common Stock	02/26/2015		A		9,750	A	\$ 0 14,250	D
Common Stock	02/26/2015		F		4,685 (1)	D	\$ 15.27 9,565	D
Common Stock	02/26/2015		M		3,800	A	\$ 2.99 13,365	D
Common Stock	02/26/2015		M		5,625	A	\$ 1.85 18,990	D
Common Stock	02/26/2015		M		10,000	A	\$ 2.85 28,990	D

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Common Stock	02/26/2015	S	19,425	D	\$ 15.33	9,565	D
Common Stock	02/26/2015	S	2,000	D	\$ 15.28	7,565	D

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

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(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 Security (Instr. 3 and 4)	Amount or Number of Shares
Stock Option (right-to-buy)	\$ 2.99	02/26/2015		M	3,800	04/02/2010 04/02/2017	Common Stock	3,800
Stock Option (right-to-buy)	\$ 1.85	02/26/2015		M	5,625	08/05/2011 08/05/2018	Common Stock	7,500
Stock Option (right-to-buy)	\$ 2.85	02/26/2015		M	10,000	02/16/2012 02/16/2019	Common Stock	10,000

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Murdock Robert O. NAUTILUS, INC. 17750 SE 6TH WAY VANCOUVER, WA 98683			VP, GM Direct	

## Signatures

/s/ Wayne M. Bolio, Attorney-in-fact for Robert O. Murdock 03/02/2015

\_\_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) Represents shares withheld to satisfy the tax liability incident to the vesting of a security issued in accordance with Rule 16b-3.

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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