

NIKE INC
Form 4
July 01, 2016

FORM 4

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

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
KNIGHT PHILIP H

(Last) (First) (Middle)

**KNIGHT, PHILIP H., ONE
BOWERMAN DRIVE**

(Street)

BEAVERTON, OR 97005

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
NIKE INC [NKE]

3. Date of Earliest Transaction
(Month/Day/Year)
06/29/2016

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 ____X____ Other (specify
below) below)
Chairman Emeritus

6. Individual or Joint/Group Filing(Check
Applicable Line)
X 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 B Common Stock	06/29/2016		C		24,000,000	A	\$ 0 (1) 24,030,960

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

**Persons who respond to the collection of
information contained in this form are not
required to respond unless the form
displays a currently valid OMB control
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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)

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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. 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 Underlying Security (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
Class A Common Convertible	<u>(1)</u>	06/29/2016		C		24,000,000		<u>(1)</u>	<u>(1)</u>	Class B Common Stock	24,000,000
Class A Common Convertible	<u>(1)</u>	06/30/2016		J <u>(2)</u>		257,000,000		<u>(1)</u>	<u>(1)</u>	Class B Common Stock	257,000,000
Class A Common Convertible	<u>(1)</u>							<u>(1)</u>	<u>(1)</u>	Class B Common Stock	52,000,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
KNIGHT PHILIP H KNIGHT, PHILIP H. ONE BOWERMAN DRIVE BEAVERTON, OR 97005				Chairman Emeritus

Signatures

By: John F. Coburn III For: Philip H.
Knight

07/01/2016

****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 A Common Stock is convertible at any time on a one-for-one basis into Class B Common Stock with no expiration date.

On June 30, 2016, the reporting person sold in a private transaction all of the voting units (the "Class X Units") of Swoosh, LLC, a Delaware limited liability company ("Swoosh"), representing a 10% equity interest in Swoosh. The consideration received for the Class X Units consisted of assets valued at \$1,203,170,000. Pursuant to Swoosh's limited liability company agreement (the "Swoosh Agreement"),

- (2) Swoosh is managed by a board of directors consisting of five board seats (the "Swoosh Board"). Two of the five seats on the Swoosh Board are classified as Class X Board Seats and are filled by vote of the Class X Units. The other three Swoosh Board seats are held by directors who are self-electing (the "Independent Directors"). At least two Independent Directors and a director holding a Class X Board Seat constitute a quorum at a meeting of the Swoosh Board, and board action requires the approval of a majority of votes cast at a meeting at which a quorum is present.

The foregoing description of the Swoosh Agreement and the Swoosh Board is qualified in its entirety by reference to the Schedule 13D filed by Swoosh on June 30, 2015, as amended on December 31, 2015 and July 1, 2016. The reporting person disclaims beneficial

- (3) ownership of all securities held by Swoosh, and this report shall not be deemed an admission that the reporting person is, or has been, the beneficial owner of such securities for purposes of Section 16 or for any other purpose.

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- Shares held directly by spouse, Penelope P. Knight. The reporting person disclaims beneficial ownership of these securities and this
- (4) report shall not be deemed an admission that the reporting person is the beneficial owner of such securities for purposes of Section 16 or any other purpose.

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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