

Knight Travis A
Form 4
July 18, 2018

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

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Knight Travis A

(Last) (First) (Middle)

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)
07/16/2018

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)

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)
Class B Common Stock				(A) or (D)	18,223	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)

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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 Underl (Instr. 3)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title
Class A Common Convertible	(1)	07/16/2018		J(2)(3)(4)			10,000,000	(1)	(1)	Class Comm Sto
Class A Common Convertible	(1)	07/16/2018		J(2)(3)(4)		1,000,000		(1)	(1)	Class Comm Sto

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Knight Travis A ONE BOWERMAN DRIVE BEAVERTON, OR 97005	X

Signatures

By: Ann M. Miller For: Travis A.
Knight 07/18/2018

__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 July 16, 2018, Swoosh, LLC, a Delaware limited liability company ("Swoosh"), made a private pro rata distribution of shares of the Issuer's Class A Common Stock. A wholly-owned subsidiary ("Subsidiary") of the Travis A. Knight 2009 Irrevocable Trust II (the

(2) "Trust") received 1,000,000 of the 10,000,000 shares so distributed, which 1,000,000 shares were simultaneously distributed to the Trust in a transaction representing only a change in the form of beneficial ownership of such shares. As described in footnote 5, the reporting person, through the Trust, acquired an interest in such shares.

(3) Pursuant to the Amended and Restated Limited Liability Company Agreement of Swoosh (the "Swoosh Agreement"), 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"). The reporting person currently holds both of the Class X Board seats. 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.

(4) 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 June 30, 2016. The reporting person disclaims beneficial 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.

(5) The number in column 9 represents 19,713,989 shares, in the case of row 1 of Table II, and 20,713,989 shares, in the case of row 2 of Table II, held directly by the Trust, 19,142,380 shares held directly by a Delaware limited liability company of which Subsidiary is the

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sole manager, and 245,000,000 shares held directly by Swoosh (all the Class X Units of which are held by Subsidiary). The reporting person disclaims beneficial ownership of all such shares held directly and indirectly by the Trust in excess of his pecuniary interest therein and disclaims beneficial ownership of all securities held by Swoosh.

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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