NIKE INC Form 4 July 01, 2016

FORM 4

OMB APPROVAL

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

OMB 3235-0287 Number:

2005

if no longer subject to Section 16. Form 4 or

Check this box

January 31, Expires:

Estimated average burden hours per response... 0.5

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue.

30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(City)

(State)

(Zin)

(Print or Type Responses)

1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading KNIGHT PHILIP H Issuer Symbol NIKE INC [NKE] (Check all applicable) (First) (Middle) (Last) 3. Date of Earliest Transaction (Month/Day/Year) Director 10% Owner __X_ Other (specify Officer (give title KNIGHT, PHILIP H., ONE 06/29/2016 below) below) **BOWERMAN DRIVE** Chairman Emeritus (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting BEAVERTON, OR 97005 Person

(City)	(State)	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)	Code (Instr. 8)	4. Securities Acquired (A) oner Disposed of (D) (Instr. 3, 4 and 5) (A) or			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			Code V	Amount	(D)	Price			
Common Stock	06/29/2016		C	24,000,000	A	$\frac{\$ 0}{(1)}$	24,030,960	D	

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

Edgar Filing: NIKE INC - Form 4

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	ise any Code Acquired (A) or (Month/Day/Year) (Instr. 8) Disposed of (D) (Instr. 3, 4, and 5)		vative Securities uired (A) or bosed of (D)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amoun Underlying Securit (Instr. 3 and 4)			
	•			Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amo Num Shar
Class A Common Convertible	(1)	06/29/2016		C	(21)	24,000,000	<u>(1)</u>	<u>(1)</u>	Class B Common Stock	24,
Class A Common Convertible	(1)	06/30/2016		J(2)		257,000,000	<u>(1)</u>	<u>(1)</u>	Class B Common Stock	257
Class A Common Convertible	(1)						<u>(1)</u>	<u>(1)</u>	Class B Common Stock	5

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"),
- 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 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.

Reporting Owners 2

Edgar Filing: NIKE INC - Form 4

Shares held directly by spouse, Penelope P. Knight. The reporting person disclaims beneficial ownership of these securities and this 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. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.