

NIKE INC
Form 4
June 30, 2015

FORM 4

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

OMB APPROVAL

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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 *
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)
06/30/2015

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)

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) | Amount | | |
| | | | Code | V | Price | | |
| Class B Common Stock | | | | | 15,480 | 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 Underlying Instrument (Instr. 1) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| Class A Common Convertible | (1) | 06/30/2015(2) | | J(3) | 128,500,000 | (1) (1) | Class A Common Stock |
| Class A Common Convertible | (1) | 06/30/2015 | | J(3) | 128,500,000 | (1) (1) | Class A Common Stock |
| Class A Common Convertible | (1) | | | | | (1) (1) | Class A Common Stock |

Reporting Owners

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

Signatures

By: John F. Coburn III For: Philip H. Knight
 06/30/2015
 **Signature of Reporting Person Date

John F. Coburn III
 06/30/2015
 **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 A Common Stock is convertible at any time on a one-for-one basis into Class B Common Stock with no expiration date. Pursuant to Company policy, market transactions in Company stock by officers and directors are permitted only after the second full trading day after the release of quarterly earnings and ending on the last day of the second month of the following fiscal quarter, except pursuant to approved 10b5-1 trading plans.
- (3) On June 30, 2015, the reporting person contributed 128,500,000 shares of NIKE Class A Common Stock (the "Class A Shares") to Swoosh, LLC, a Delaware limited liability company ("Swoosh"), as capital contribution pursuant to the Amended and Restated Limited Liability Company Agreement of Swoosh (the "Swoosh Agreement"). In consideration for his contribution to Swoosh of the Class A Shares, the reporting person received voting units of Swoosh ("Class X Units") representing 10% of the equity units of Swoosh and Swoosh Holdings, LLC, a Delaware limited liability company that is wholly owned by the reporting person ("Swoosh Holdings"),

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received non-voting units representing 90% of the equity units of Swoosh. The reporting person and Swoosh Holdings are the only owners of Swoosh. Pursuant to the Swoosh Agreement, Swoosh is managed by a board of directors consisting of five board seats.

Two of the five Swoosh board seats are classified as Class X Board Seats and are filled by vote of the Class X Units. The reporting person currently holds both Class X Board Seats. The remaining three directors of Swoosh (the "Independent Directors") are self-electing. 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

- (4) 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 is qualified in its entirety by reference to the Schedule 13D filed by Swoosh on the date hereof. 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 the beneficial owner of such securities for purposes of Section 16 or for any other purpose.

Shares held directly by spouse, Penelope P. Knight. The reporting person disclaims beneficial ownership of these securities and this

- (5) 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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