

KNIGHT PHILIP H
Form 4
January 17, 2013

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)

ONE BOWERMAN DR

(Street)

BEAVERTON, OR 97005-6453

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
01/15/2013

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| Class B Common Stock | | | | (A) or (D) Price | 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 and Underlying (Instr. 3 and 4) | | | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|--|-------|-----|----------------------|--|
| | | | | | | Date Exercisable | Expiration Date | Title | | | |
| | | | | | | Code | V | (A) | (D) | | |
| Class A Common Convertible | (1) | 01/15/2013 | | G(2) | V 8,001,817 | (1) | (1) | | | Class B Common Stock | |
| Class A Common Convertible | (1) | 01/15/2013 | | G(3) | V 8,001,817 | (1) | (1) | | | Class B Common Stock | |
| Class A Common Convertible | (1) | | | | | (1) | (1) | | | Class B Common Stock | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| KNIGHT PHILIP H ONE BOWERMAN DR BEAVERTON, OR 97005-6453 | X | X | | |

Signatures

Evan S. Reynolds For: Philip H. Knight
01/17/2013
**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 January 15, 2013, a disbursement of Class A Common Stock was made by the Trustee of the Philip H. Knight 2009 Annuity Trust N2, N3, the Philip H. Knight 2010 Annuity Trust N and the Philip H. Knight 2012 Annuity Trust N12 to the reporting person as follows: (i) 1,781,557 shares of Class A Common Stock from the Trustee of the Philip H. Knight 2009 Annuity Trust N2 to Philip H. Knight; and (ii) 1,362,676 shares of Class A Common Stock from the Trustee of the Philip H. Knight 2009 Annuity Trust N3 to Philip H. Knight; and (iii) 753,561 shares of Class A Common Stock from the Trustee of the Philip H. Knight 2010 Annuity Trust N to Philip H. Knight; and (iv) 4,104,023 shares of Class A Common Stock from the Trustee of the Philip H. Knight 2012 Annuity Trust N12 to Philip H. Knight. Each trust is a grantor retained annuity trust ("GRAT") and the disbursement is an annuity payment pursuant to the terms of each GRAT.
- (3) On January 15, 2013, the reporting person contributed 8,001,817 shares of Class A Common Stock to Patrick Kilkenny TR UA 01/15/2013, Philip H. Knight 2013 Annuity Trust N13. The trust is a grantor retained annuity trust.
 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.

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