

DENSON CHARLES D
Form 4
December 28, 2012

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 *
DENSON CHARLES D

(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)
12/26/2012

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)
President-NIKE Brand

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount (D) or Price (A) | | |
| Class B Common Stock | 12/26/2012 ⁽¹⁾ | | M | | 50,000 A \$ 13.06 | 273,730 | D |
| Class B Common Stock | 12/26/2012 ⁽¹⁾ | | S | | 50,000 D \$ 51.3201 ⁽²⁾ | 223,730 | D |
| Class B Common Stock | 12/26/2012 ⁽¹⁾ | | G | V | 60,000 D \$ 0 | 163,730 | D |
| Class B Common | 12/26/2012 ⁽¹⁾ | | G | V | 60,000 A \$ 0 | 110,000 | I by Denson Invest ⁽³⁾ |

| | | | | |
|----------------------------|--|--------|---|---------------------------------------|
| Stock | | | | |
| Class B Common Stock | | 19,312 | I | by Denson Trust <u>(4)</u> |
| Class B Common Stock | | 33,860 | I | by Denson Trust 2011 <u>(5)</u> |
| Class B Common Stock | | 4,776 | I | by ESPP <u>(6)</u> |
| Class B Common Stock | | 21,276 | I | by Retirement Plan <u>(7)</u> |

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 number.

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(9-02)

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

| 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) | Amount or Number of Shares | |
|---|--|---|---|--------------------------------------|--|--|--|-------------------------------------|--------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | |
| Non-Qualified Stock Option (right to buy) | \$ 13.06 | 12/26/2012 | | M | 50,000 | <u>(8)</u> | 07/18/2013 | Class B Common Stock | 50,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|----------------------|-------|
| | Director | 10% Owner | Officer | Other |
| DENSON CHARLES D ONE BOWERMAN DRIVE BEAVERTON, OR 97005 | | | President-NIKE Brand | |

Signatures

By: John F. Coburn III For: Charles
Denson

12/28/2012

__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).
- Pursuant to Company policy, market sales of Company stock by officers and directors are permitted only after the second full trading day
- (1) 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.
- The price reported in Column 4 is a weighted average. These shares were sold in multiple transactions at prices ranging from \$51.23 to
- (2) \$51.4204, inclusive. The reporting person undertakes to provide NIKE, Inc., any security holder of NIKE, Inc., or the staff of the Securities Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in the footnote (2) to this Form 4.
- The reporting person transferred these shares to Denson Investments LLC, an Oregon limited liability company, of which the reporting person is the manager and of which the reporting person, his wife, the Lindsey Kirsten Denson GST Trust, the Justin Ryan Denson GST
- (3) Trust, and the Jackson Michael Denson GST Trust are the only members. The reporting person's wife is the Trustee of the Lindsey Kirsten Denson GST Trust, the Justin Ryan Denson GST Trust, and the Jackson Michael Denson GST Trust. The reporting person disclaims beneficial ownership of NIKE, Inc. common stock held by the LLC except to the extent of his pecuniary interest therein.
- 19,312 shares are held for the benefit of the reporting person's minor children by Lindsey Kirsten Denson GST Trust, Justin Ryan Denson
- (4) GST Trust, and Jackson Michael Denson GST Trust. The reporting person disclaims beneficial ownership of NIKE, Inc. common stock held by Lindsey Kirsten Denson GST Trust, Justin Ryan Denson GST Trust, and Jackson Michael Denson GST Trust, except to the extent of his pecuniary interest therein.
- (5) Charles D. Denson, Trustee of the Charles D. Denson 2011 Annuity Trust.
- (6) Shares held in account under NIKE, Inc. Employee Stock Purchase Plan.
- (7) Shares held in account under the NIKE, Inc. 401(k) and Profit Sharing Plan.
- (8) Option granted on 7/18/2003 and becomes exercisable with respect to 25% of the shares on each of the first four anniversaries of the date of the grant.

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.