

KNIGHT PHILIP H
Form 4
July 18, 2018

FORM 4

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

OMB APPROVAL

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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

(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)
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) ___X___ Other (specify below)
Chairman Emeritus

6. Individual or Joint/Group Filing (Check Applicable Line)
X 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)
			Code	V	Amount	(A) or (D)	Price
Class B Common Stock	07/16/2018		G ⁽¹⁾		9,000,000	D	\$ 0 10,010,687
Class B Common Stock	07/18/2018		C		9,000,000	A	\$ 0 ⁽²⁾ 19,010,687

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)

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 Security (Instr. 3 and 4)
				Code	(A)	(D)	
Class A Common Convertible	(2)	07/16/2018		J ⁽³⁾	9,000,000	(2) (2)	Class B Common Stock
Class A Common Convertible	(2)	07/18/2018		C	9,000,000	(2) (2)	Class B Common Stock
Class A Common Convertible	(2)					(2) (2)	Class B 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				Chairman Emeritus

Signatures

By: Adrian L. Bell For: Philip H. 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) On July 16, 2018, the reporting person gifted 7,500,000 shares of the Issuer's Class B common stock to a charitable organization of which the reporting person and his spouse are directors. The reporting person also gifted 1,500,000 shares of the Issuer's Class B common stock to another charitable organization. The reporting person disclaims beneficial ownership of all gifted shares.

(2) Class A Common Stock is convertible at any time on a one-for-one basis into Class B Common Stock with no expiration date.

(3) On July 16, 2018, the reporting person acquired the shares as a result of a private pro rata distribution from Swoosh, LLC, a Delaware limited liability company.

(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.

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