

**NIKE INC**  
Reported by  
**KNIGHT PHILIP H**

**FORM 4**  
(Statement of Changes in Beneficial Ownership)

Filed 07/28/14 for the Period Ending 07/24/14

Address	ONE BOWERMAN DR BEAVERTON, OR 97005-6453
Telephone	5036713173
CIK	0000320187
Symbol	NKE
SIC Code	3021 - Rubber and Plastics Footwear
Industry	Footwear
Sector	Consumer Cyclical
Fiscal Year	05/31

# FORM 4

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

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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  
or Section 30(h) of the Investment Company Act of 1940

<b>1. Name and Address of Reporting Person *</b>  <b>KNIGHT PHILIP H</b>  (Last) (First) (Middle)  <b>ONE BOWERMAN DRIVE</b>  (Street)  <b>BEAVERTON, OR 97005</b>  (City) (State) (Zip)	<b>2. Issuer Name and Ticker or Trading Symbol</b>  <b>NIKE INC [ NKE ]</b>  <b>3. Date of Earliest Transaction (MM/DD/YYYY)</b>  <p align="center"><b>7/24/2014</b></p>	<b>5. Relationship of Reporting Person(s) to Issuer (Check all applicable)</b>  <input checked="" type="checkbox"/> Director <span style="margin-left: 150px;"><input checked="" type="checkbox"/> 10% Owner</span> <input type="checkbox"/> Officer (give title below) <span style="margin-left: 100px;"><input type="checkbox"/> Other (specify below)</span>
<b>4. If Amendment, Date Original Filed (MM/DD/YYYY)</b>		<b>6. Individual or Joint/Group Filing (Check Applicable Line)</b>  <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> 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. Trans. Date	2A. Deemed Execution Date, if any	3. Trans. 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	(A) or (D)	Price			
Class B Common Stock								<b>15480</b>	<b>D</b>	

### Table II - Derivative Securities Beneficially Owned ( e.g. , puts, calls, warrants, options, convertible securities)

1. Title of Derivate Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Trans. Date	3A. Deemed Execution Date, if any	4. Trans. 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		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction (s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V		(A)	(D)	Date Exercisable	Expiration Date					Title
Class A Common Convertible	(1)	7/24/2014 (2)		<b>J</b> (3)		<b>24118.0</b>		(1)	(1)	Class B Common Stock	<b>24118</b>	<b>\$76.42</b> (3)	<b>133300528</b>	<b>D</b>	
Class A Common Convertible	(1)							(1)	(1)	Class B Common Stock	<b>260896</b>		<b>260896</b>	<b>I</b>	by Spouse (4)

#### Explanation of Responses:

- (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.
- (2) 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) For estate planning purposes, on July 24, 2014, the Trustee of the Phil H Knight 2009 Annuity Trust N3 (a grantor retained annuity trust) distributed 24,118 shares of Class A Common Stock to the reporting person. This transfer relates to the transaction on October 30, 2013, and reported on a Form 4 for the reporting person dated 10/31/2013, which was an estate planning transaction whereby the Trustee transferred 3,979,336 shares of the Class A Common Stock to the reporting person upon the reporting person's contribution to the Trust of property of equal value. It was determined by the Trustee that the actual value of property transferred to the Trust on 10-30-13 exceeded the value of the shares transferred to the reporting person, and the transfer of shares reported herein was effected by the Trustee to account for such shortfall, with the shares valued as of the date of the original transfer (10-30-13), or \$76.4200 per share.
- (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.

**Reporting Owners**

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
<b>KNIGHT PHILIP H ONE BOWERMAN DRIVE BEAVERTON, OR 97005</b>	X	X		

**Signatures****By: Evan R. Reynolds For: Philip H. Knight****7/28/2014**

\*\* Signature of Reporting Person

Date

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

\* 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).

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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