KNIGHT PHILIP H

Form 4

January 17, 2013

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

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OMB APPROVAL

if no longer subject to Section 16. Form 4 or Form 5

obligations

may continue.

See Instruction

Check this box

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * KNIGHT PHILIP H

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

Issuer

ONE BOWERMAN DR

(Middle)

3. Date of Earliest Transaction

(First) (Last)

(Month/Day/Year) 01/15/2013

NIKE INC [nke]

X Director 10% Owner Other (specify Officer (give title below)

(Check all applicable)

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check

Filed(Month/Day/Year)

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

BEAVERTON, OR 97005-6453

(Street)

(State)

2. Transaction Date 2A. Deemed (Month/Day/Year) Execution Date, if

(Zip)

4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 8) (Instr. 3, 4 and 5) 5. Amount of Securities Beneficially Owned Following

6. Ownership 7. Nature of Form: Direct Indirect (D) or Beneficial Indirect (I) Ownership (Instr. 4) (Instr. 4)

Reported (A)

Transaction(s) or (Instr. 3 and 4)

Code V Amount (D) Price

Class B Common

(City)

1.Title of

Security

(Instr. 3)

15,480

D

Stock

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

(Month/Day/Year)

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

(9-02)

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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. Transacti Code (Instr. 8)	5. Number of Derivative on Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and A Underlying S (Instr. 3 and
							Date Exercisable	Expiration Date	Title
				Code V	(A)	(D)			
Class A Common Convertible	(1)	01/15/2013		G(2) V	8,001,817		<u>(1)</u>	<u>(1)</u>	Class B Common Stock
Class A Common Convertible	(1)	01/15/2013		G(3) V		8,001,817	<u>(1)</u>	<u>(1)</u>	Class B Common Stock
Class A Common Convertible	(1)						<u>(1)</u>	<u>(1)</u>	Class B Common Stock

Reporting Owners

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

Signatures

Evan S. Reynolds For: Philip H. 01/17/2013 Knight

**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)
- (2) 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.

Reporting Owners 2

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