

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

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

Filed 01/17/13 for the Period Ending 01/15/13

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**

OMB APPROVAL  
OMB Number: 3235-0287  
Estimated average burden  
hours per response... 0.5

[ ] 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> <small>(Last) (First) (Middle)</small>  <b>ONE BOWERMAN DR</b> <small>(Street)</small>  <b>BEAVERTON, OR 97005-6453</b> <small>(City) (State) (Zip)</small>	<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>  <b>1/15/2013</b>  <b>4. If Amendment, Date Original Filed (MM/DD/YYYY)</b>	<b>5. Relationship of Reporting Person(s) to Issuer (Check all applicable)</b>  <input checked="" type="checkbox"/> Director <span style="float:right"><input checked="" type="checkbox"/> 10% Owner</span> <input type="checkbox"/> Officer (give title below) <span style="float:right"><input type="checkbox"/> Other (specify below)</span>  <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
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### 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	Amount or Number of Shares				
Class A Common Convertible	(1)	1/15/2013		G (2)	V	8001817		(1)	(1)	Class B Common Stock	8001817	\$0	141069587	D	
Class A Common Convertible	(1)	1/15/2013		G (3)	V	8001817		(1)	(1)	Class B Common Stock	8001817	\$0	133067770	D	
Class A Common Convertible	(1)							(1)	(1)	Class B Common Stock	260896		260896	I	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) 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.
- (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 DR BEAVERTON, OR 97005-6453</b>	<b>X</b>	<b>X</b>		

### Signatures

**Evan S. Reynolds For: Philip H. Knight**

**1/17/2013**

\*\* 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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