

KNIGHT PHILIP H
Form 4
April 04, 2011

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)

ONE BOWERMAN DR

(Street)

BEAVERTON, OR 97005-6453

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
NIKE INC [nke]

3. Date of Earliest Transaction
(Month/Day/Year)
03/31/2011

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

Chairman of the Board

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)
Class B Common Stock				(A) or (D) Price	7,740	D	

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)

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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. 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 of Underlying Securities (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
Class A Common Convertible	(1)	03/31/2011		G(2)	V	2,395,981	(1) (1)	Class B Common Stock	2,395,981
Class A Common Convertible	(1)					(1) (1)	(1) (1)	Class B Common Stock	130,400

Reporting Owners

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

Signatures

John F. Coburn III For: Philip H. Knight
Date: 04/04/2011

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 March 31, 2011, a disbursement of Class A Common Stock was made by the Trustee of the Philip H. Knight 2009 Annuity Trust N1, N2 and N3 to the reporting person as follows: (i) 1,063,471 shares of Class A Common Stock from the Trustee of the Philip H. Knight 2009 Annuity Trust N1 to Philip H. Knight; (ii) 768,142 shares of Class A Common Stock from the Trustee of the Philip H. Knight 2009 Annuity Trust N2 to Philip H. Knight; and (iii) 564,368 shares of Class A Common Stock from the Trustee of the Philip H. Knight 2009 Annuity Trust N3 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) Shares held by a corporation owned by wife. 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. 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.