

NIKE INC
Form 4
December 24, 2014

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 *
SPRUNK ERIC D

(Last) (First) (Middle)

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)
12/23/2014

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) ___ Other (specify below)

Chief Operating Officer

6. Individual or Joint/Group Filing(Check Applicable Line)
 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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount | (A) or (D) | Price |
| Class B Common Stock | 12/23/2014 ⁽¹⁾ | | M | | 26,000 | A | \$ 19.69 |
| | | | | | | | 160,270 |
| Class B Common Stock | 12/23/2014 ⁽¹⁾ | | S | | 26,000 | D | \$ 96.1008 |
| | | | | | | | 134,270 |
| Class B Common Stock | 12/23/2014 ⁽¹⁾ | | M | | 66,000 | A | \$ 21.9 |
| | | | | | | | 200,270 |
| Class B Common | 12/23/2014 ⁽¹⁾ | | S | | 66,000 | D | \$ 96.1008 |
| | | | | | | | 134,270 |

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| | | | | | | | | | |
|----------------------------|---------------------------|--|-----|--------|---|-----------------------------|---------|--|-------------------------------------|
| Stock | | | | | | <u>(2)</u> | | | |
| Class B Common Stock | 12/24/2014 ⁽¹⁾ | | M | 42,854 | A | \$ 29.1 | 177,124 | | D |
| Class B Common Stock | 12/24/2014 ⁽¹⁾ | | S | 42,854 | D | \$ 96.7529 <u>(3)</u> | 134,270 | | D |
| Class B Common Stock | 12/24/2014 ⁽¹⁾ | | M | 31,864 | A | \$ 29.26 | 166,134 | | D |
| Class B Common Stock | 12/24/2014 ⁽¹⁾ | | S | 31,864 | D | \$ 96.7529 <u>(3)</u> | 134,270 | | D |
| Class B Common Stock | 12/23/2014 | | G V | 550 | D | \$ 0 | 999 | | I by ESPP |
| Class B Common Stock | | | | | | | 557 | | I by Retirement Plan ⁽⁴⁾ |

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

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(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 Amount of Underlying Security (Instr. 3 and 4) | 8. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Non-Qualified Stock Option (right to buy) | \$ 19.69 | 12/23/2014 ⁽¹⁾ | | M | 26,000 | <u>(5)</u> 07/14/2016 | Class B Common Stock | 26,000 |
| Non-Qualified Stock Option (right to buy) | \$ 21.9 | 12/23/2014 ⁽¹⁾ | | M | 66,000 | <u>(6)</u> 07/15/2015 | Class B Common Stock | 66,000 |

| | | | | | | | | |
|---|----------|---------------------------|---|--------|----------------|------------|----------------------------|--------|
| Non-Qualified Stock Option (right to buy) | \$ 29.1 | 12/24/2014 ⁽¹⁾ | M | 42,854 | ⁽⁷⁾ | 07/18/2018 | Class B Common Stock | 42,854 |
| Non-Qualified Stock Option (right to buy) | \$ 29.26 | 12/24/2014 ⁽¹⁾ | M | 31,864 | ⁽⁸⁾ | 07/20/2017 | Class B Common Stock | 31,864 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| SPRUNK ERIC D ONE BOWERMAN DRIVE BEAVERTON, OR 97005 | | | Chief Operating Officer | |

Signatures

By: Evan S. Reynolds For: Eric D.
Sprunk 12/24/2014

__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) 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.

(2) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$95.97 to \$96.24, inclusive. The reporting person undertakes to provide NIKE, Inc., any security holder of NIKE, Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in the footnotes (2) and (3) to this Form 4.

(3) The price reported in Column 4 is a weighted average price. These shares have been sold in multiple transactions at prices ranging from \$96.385 to \$97.27.

(4) Shares held in account under the NIKE, Inc. 401(k) and Profit Sharing Plan.

(5) Option granted on 7/14/2006 and becomes exercisable with respect to 25% of the shares on each of the first four anniversaries of the date of the grant.

(6) Option granted on 7/15/2005 and becomes exercisable with respect to 25% of the shares on each of the first four anniversaries of the date of the grant.

(7) Option granted on 07/18/2008 and becomes exercisable with respect to 25% of the shares on each of the first four anniversaries of the date of the grant.

(8) Option granted on 7/20/2007 and becomes exercisable with respect to 25% of the shares on each of the first four anniversaries of the date of the grant.

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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