

# FORM 4

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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).

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

Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.

**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>Matheson Monique S.</b>  <small>(Last) (First) (Middle)</small>  <b>ONE BOWERMAN DRIVE</b>  <small>(Street)</small>  <b>BEAVERTON, OR 97005</b>  <small>(City) (State) (Zip)</small>	<b>2. Issuer Name and Ticker or Trading Symbol</b>  <b>NIKE, Inc. [ NKE ]</b>	<b>5. Relationship of Reporting Person(s) to Issuer</b> (Check all applicable)  <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) <b>EVP: CHRO</b>
<b>3. Date of Earliest Transaction (MM/DD/YYYY)</b>  <p align="center"><b>5/7/2024</b></p>		<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
<b>4. If Amendment, Date Original Filed (MM/DD/YYYY)</b>		

**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	5/7/2024 (1)		M		45,000	A	\$77.54	89,997.3276 (2)	D	
Class B Common Stock	5/7/2024 (1)		S		45,000	D	\$94.16 (3)	44,997.3276	D	
Class B Common Stock								12,025	I	by Retirement Plan (4)

**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				
Non-Qualified Stock Option (Right to Buy)	\$77.54	5/7/2024 (1)		M		45,000		(2)	8/1/2028	Class B Common Stock	45,000	\$0	20,000	D	

**Explanation of Responses:**

- (1) Pursuant to Company policy, market transactions in Company stock by officers and directors are permitted only after the first full trading day after the release of quarterly earnings and ending on the fourteenth day of the third month of the following fiscal quarter, except pursuant to approved 10b5-1 trading plans.
- (2) Includes shares acquired pursuant to NIKE, Inc.'s Employee Stock Purchase Plan.
- (3) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$94.16 to \$94.23, 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 footnote (3) to this Form 4.
- (4) Shares held in account under the NIKE, Inc. 401(k) Savings and Profit Sharing Plan.
- (5) Stock Option granted on 08/01/2018 and became exercisable with respect to 25% of the shares on each of the first four anniversaries of the date of the grant.

**Reporting Owners**

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other

<b>Matheson Monique S.</b> <b>ONE BOWERMAN DRIVE</b> <b>BEAVERTON, OR 97005</b>			<b>EVP: CHRO</b>	
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**Signatures**

**/s/ Kelsey A. Baldwin, attorney-in-fact for Ms. Matheson**

**5/8/2024**

\*\*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.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

**Power of Attorney**

LET THE FOLLOWING BE KNOWN, that the undersigned does hereby constitute and appoint Ann M. Miller, Joshua K. Simko, Mary I. Hunter, Kelsey A. Baldwin, and each of them, her true and lawful attorney and agent to prepare and execute in her name any and all reports filed under Section 16(a) of the Securities Exchange Act of 1934 with respect to equity securities of NIKE, Inc. ("Section 16 Reports"); and to file the same with the Securities and Exchange Commission and any applicable stock exchange; and the undersigned does hereby ratify and confirm all that said attorneys and agents, or any of them, shall do or cause to be done, or have done or caused to be done, which, in the opinion of said attorneys and agents, or any of them, may be necessary, advisable, or desirable in connection with her Section 16 Reports.

This Power of Attorney revokes all prior powers of attorney relating to reporting under Section 16(a) and shall remain in effect until revoked by a subsequently filed instrument.

DATED: 12/26/2020

/s/ Monique S. Matheson

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By: Monique S. Matheson