Edgar Filing: KNIGHT PHILIP H - Form 4

KNIGHT PF Form 4	HILIP H								
November 1	4, 2005								
FORM						NCEC			PPROVAL
	UNITED	STATES SECUE Was	shington,			NGE C	COMMISSION	OMB Number:	3235-0287
Check th if no long subject to Section 1 Form 4 o Form 5 obligatio	suant to Section 1	F CHANGES IN BENEFICIAL OWN SECURITIES Section 16(a) of the Securities Exchange Public Utility Holding Company Act of					Expires: Estimated a burden hou response	urs per	
may cont See Instr 1(b). (Print or Type I	uction	30(h) of the In	•	•	· ·			1	
(I fint of Type I	(csponses)								
1. Name and A KNIGHT P	Address of Reporting F HILIP H	Symbol	Name and		Tradii	ng	5. Relationship of Issuer	Reporting Pers	son(s) to
(Last)	(First) (N		Earliest Tr	-			(Checl	k all applicable	2)
· · ·	ERMAN DRIVE	(Month/E 11/11/2	ay/Year)				X Director Officer (give below)	title Othe below)	
BEAVERT	(Street) ON, OR 97005		ndment, Da nth/Day/Year	-	1		6. Individual or Jo Applicable Line) _X_ Form filed by C Form filed by M Person	one Reporting Pe	rson
(City)	(State)	(Zip) Tabl	e I - Non-D	erivative	Secur	ities Aca	uired, Disposed of	. or Beneficial	lv Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)		3. Transactic Code (Instr. 8)	4. Securi	ties Ad spose 4 and (A)	cquired d of (D)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of
			Code V	Amount	or (D)	Price	(Instr. 3 and 4)		
Class B Common Stock	11/11/2005(1)		S <u>(2)</u>	600	D	\$ 87.21	3,451,593	D	
Class B Common Stock	11/11/2005		S <u>(2)</u>	400	D	\$ 87.22	3,451,193	D	
Class B Common Stock	11/11/2005		S <u>(2)</u>	200	D	\$ 87.23	3,450,993	D	
Class B Common Stock	11/11/2005		S <u>(2)</u>	400	D	\$ 87.24	3,450,593	D	

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Class B Common Stock	11/11/2005	S <u>(2)</u>	600	D	\$ 87.25	3,449,993	D
Class B Common Stock	11/11/2005	S <u>(2)</u>	500	D	\$ 87.26	3,449,493	D
Class B Common Stock	11/11/2005	S <u>(2)</u>	1,800	D	\$ 87.27	3,447,693	D
Class B Common Stock	11/11/2005	S <u>(2)</u>	700	D	\$ 87.28	3,446,993	D
Class B Common Stock	11/11/2005	S <u>(2)</u>	1,500	D	\$ 87.29	3,445,493	D
Class B Common Stock	11/11/2005	S <u>(2)</u>	1,200	D	\$ 87.3	3,444,293	D
Class B Common Stock	11/11/2005	S <u>(2)</u>	2,100	D	\$ 87.31	3,442,193	D
Class B Common Stock	11/11/2005	S <u>(2)</u>	1,300	D	\$ 87.32	3,440,893	D
Class B Common Stock	11/11/2005	S <u>(2)</u>	2,400	D	\$ 87.33	3,438,493	D
Class B Common Stock	11/11/2005	S <u>(2)</u>	1,600	D	\$ 87.34	3,436,893	D
Class B Common Stock	11/11/2005	S <u>(2)</u>	500	D	\$ 87.35	3,436,393	D
Class B Common Stock	11/11/2005	S <u>(2)</u>	500	D	\$ 87.36	3,435,893	D
Class B Common Stock	11/11/2005	S <u>(2)</u>	100	D	\$ 87.43	3,435,793	D
Class B Common Stock	11/11/2005	S <u>(2)</u>	100	D	\$ 87.44	3,435,693	D
Class B Common	11/11/2005	S <u>(2)</u>	200	D	\$ 87.45	3,435,493	D

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Stock					
Class B Common Stock	11/11/2005	S <u>(2)</u>	100	D	\$ 3,435,393 D
Class B Common Stock	11/11/2005	S <u>(2)</u>	100	D	\$ 3,435,293 D
Class B Common Stock	11/11/2005	S <u>(2)</u>	1,500	D	\$ 87.5 3,433,793 (<u>3)</u> D

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

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.

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. Transacti Code (Instr. 8)	5. ofNumber of Derivative Securities Acquired (A) or	Expiration Date U (Month/Day/Year) (e		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
					Disposed of (D) (Instr. 3, 4, and 5)				
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Class A Common Convertible	<u>(4)</u>					(4)	(4)	Class B Common Stock	59,955,047
Class A Common Convertible	<u>(4)</u>					(4)	(4)	Class B Common Stock	65,224
Class A Common Convertible	<u>(4)</u>					(4)	<u>(4)</u>	Class B Common Stock	3,422

Reporting Owners

Reporting Owner Name / Address

Relationships

8 E S ()

KNIGHT PHILIP H		
ONE BOWERMAN DRIVE	Х	Х
BEAVERTON, OR 97005		

Signatures

By: John F. Coburn III For: Philip H. Knight

**Signature of Reporting Person

11/14/2005 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).

Pursuant to Company policy, market sales of Company stock by officers and directors are permitted only after the second full trading day(1) 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) Transaction pursuant to a Rule 10b5-1 Plan.

(3) This Form 4 contains thirty of forty-three transactions that were executed on November 11, 2005. Two additional forms containing the balance of the November 11, 2005 transactions and the November 10, 2005 transactions were filed immediately prior to this form.

(4) Class A Common Stock is convertible at any time on a one-for-one basis into Class B Common Stock with no expiration date.

Shares held by a corporation owned by wife. The reporting person disclaims beneficial ownership of these securities and this report shall(5) not be deemed an admission that the reporting persona is the beneficial owner of such securities for purposes of Section 16 or any other purpose.

Shares held by a limited partnership in which a corporation owned by wife is a co-general partner. The reporting person disclaims

(6) 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.