

NAUTILUS, INC.
Form 4
May 16, 2016

FORM 4

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

OMB APPROVAL

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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 *
Murdock Robert O.

(Last) (First) (Middle)

NAUTILUS, INC., 17750 SE 6TH WAY

(Street)

VANCOUVER, WA 98683

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
NAUTILUS, INC. [NLS]

3. Date of Earliest Transaction (Month/Day/Year)
05/13/2016

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)
VP, GM Direct

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock | 05/13/2016 | | M | | 1,875 | A | \$ 1.85 |
| Common Stock | 05/13/2016 | | M | | 999 | A | \$ 6.62 |
| Common Stock | 05/13/2016 | | M | | 4,540 | A | \$ 8.22 |
| Common Stock | 05/13/2016 | | A ⁽¹⁾ | | 712 | A | \$ 16.69 |
| Common Stock | 05/13/2016 | | S | | 9,360 | D | \$ 20 |

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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 Securities (Instr. 3 and 4) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| Stock Option (right-to-buy) | \$ 1.85 | 05/13/2016 | | M | 1,875 | <u>(2)</u> 08/05/2018 | Common Stock | 1,875 |
| Stock Option (right-to-buy) | \$ 6.62 | 05/13/2016 | | M | 999 | <u>(3)</u> 05/02/2020 | Common Stock | 999 |
| Stock Option (right-to-buy) | \$ 8.22 | 05/13/2016 | | M | 4,540 | <u>(4)</u> 02/13/2021 | Common Stock | 9,080 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------------|-------|
| | Director | 10% Owner | Officer | Other |
| Murdock Robert O. NAUTILUS, INC. 17750 SE 6TH WAY VANCOUVER, WA 98683 | | | VP, GM Direct | |

Signatures

/s/ Wayne M. Bolio, Attorney-in-fact for Robert O. Murdock
Date: 05/16/2016

__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) The shares were acquired pursuant to the issuer's Employee Stock Purchase Plan in a transaction that was exempt under Rule 16b-3.

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- (2) The option becomes exercisable in four annual installments on each anniversary of August 5, 2011, the date of grant.
- (3) Option becomes exercisable as to one-third of the shares on May 2, 2014, and as to an additional one-third on May 2, 2015 and 2016, respectively.
- (4) Option becomes exercisable as to one-third of the total shares on February 13, 2015, and as to an additional one-third of the total shares on February 13, 2016 and 2017, respectively.

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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