

NORDSTROM INC
Form 4
August 26, 2015

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 *
Deputy Christine

(Last) (First) (Middle)

C/O NORDSTROM, INC., 1617
SIXTH AVENUE

(Street)

SEATTLE, WA 98101

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
NORDSTROM INC [JWN]

3. Date of Earliest Transaction
(Month/Day/Year)
08/24/2015

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)

Executive Vice President

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 | 08/24/2015 | | A | | 0 | (1) | A | \$ 0 | 0 | D |
| Common Stock | 08/24/2015 | | A | | 0 | (2) | A | \$ 0 | 0 | D |
| Common Stock | 08/24/2015 | | A | | 0 | (3) | A | \$ 0 | 0 | D |

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

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- Restricted Stock Award vesting in five equal annual installments commencing August 24, 2016. The number of Restricted Stock Units ("RSUs") granted are not known at this time. The number of RSUs to be awarded is a function of base pay and the fair value of an RSU. The fair value of an RSU is calculated as the stock price as of the effective date less the present value of Company stock dividends over the vesting period. This calculation requires the input of certain assumptions, including the risk-free interest rate and the expected Company stock dividends. The formula for determining the number of RSUs granted is: $\text{number of RSUs} = (\$ \text{ value of grant}) / \text{RSU fair value}$. This Form 4 will be amended to report the number of RSUs granted when the number has been calculated.
- (2)

- Restricted Stock Award vesting in three equal annual installments commencing 8/24/2016. The number of Restricted Stock Units ("RSUs") granted are not known at this time. The number of RSUs awarded is a function of the dollar value of the grant and the fair value of an RSU. The fair value of an RSU is calculated as the stock price as of the effective date less the present value of Company stock dividends over the vesting period. This calculation requires the input of certain assumptions, including the risk-free interest rate and the expected Company stock dividends. The formula for determining the number of RSUs granted is: $\text{number of RSUs} = (\$ \text{ value of grant}) / \text{RSU fair value}$. This Form 4 will be amended to report the number of RSUs granted when the number has been calculated.
- (3)

- The number of options granted is not known at this time. The number is calculated as a function of base pay, a long-term incentive (LTI) percentage and the fair value of the option. The Binomial Lattice option valuation model will be used to estimate the fair value of the option. This model requires the input of certain assumptions, including risk-free interest rate, volatility, dividend yield, and expected life. The formula for determining the number of options granted is: $\text{number of options} = (\text{base pay} \times \text{LTI}\%) / \text{option fair value}$. This Form 4 will be amended to report the number of options granted when that number has been calculated.
- (4)

- (5) Granted under the issuer's 2010 Equity Incentive Plan, exercisable in four equal annual installments commencing on 8/24/2016.

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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