

NORDSTROM INC  
Form 4/A  
September 04, 2015

**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 \*  
Deputy Christine

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
C/O NORDSTROM, INC., 1617  
SIXTH AVENUE

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

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
Executive Vice President

(Street)  
SEATTLE, WA 98101

4. If Amendment, Date Original Filed(Month/Day/Year)  
08/26/2015

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

(City) (State) (Zip)

**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 (1) (2) or (D) Price   |  |                                   |
| Common Stock                    | 08/24/2015                           |  | A                              |   | 5,661 (1) (2) \$ 0  | D  |                                   |
| Common Stock                    | 08/24/2015                           |  | A                              |   | 7,597 (1) (3) \$ 0  | D  |                                   |
| Common Stock                    | 08/24/2015                           |  | A                              |   | 19,642 (1) (4) \$ 0   | D  |                                   |

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

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SEC 1474 (9-02)

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. 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) | 8. Price of Derivative Security (Instr. 5) | 9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
|  |  |                                      |  |                                |   | Date Exercisable   | Expiration Date   | Title                                      | Amount or Number of Shares                         |
|  |  |                                      |  |                                |   | Code   | V (A) (D)   |  |  |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |                          |       |
|---|---------------|-----------|--------------------------|-------|
|   | Director      | 10% Owner | Officer                  | Other |
| Deputy Christine<br>C/O NORDSTROM, INC.<br>1617 SIXTH AVENUE<br>SEATTLE, WA 98101 |               |           | Executive Vice President |       |

## Signatures

Paula McGee, Attorney-in-Fact for Christine  
Deputy 09/04/2015

\*\*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) This Form 4 is being amended to report the number of Restricted Stock Units granted, calculated pursuant to a formula approved by the Compensation Committee. The number was unknown at the time of the original filing on 8/26/2016.
- Restricted Stock Award vesting in four equal annual installments commencing 8/24/16. The number of RSUs awarded is a function of base pay, a long-term incentive (LTI) percentage 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:  $\text{number of RSUs} = (\text{base pay} \times \text{LTI}\%) / \text{RSU fair value}$ .
- (2) Restricted Stock Award vesting in five equal annual installments commencing 8/24/16. The number of RSUs 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:  $\text{number of RSUs} = \$ \text{ value of grant} / \text{RSU fair value}$ .
- (3) Restricted Stock Award vesting in five equal annual installments commencing 8/24/16. The number of RSUs 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:  $\text{number of RSUs} = \$ \text{ value of grant} / \text{RSU fair value}$ .

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- Restricted Stock Award vesting in three equal annual installments commencing 8/24/16. 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
- (4) 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:  $\text{number of RSUs} = \$ \text{ value of grant} / \text{RSU fair value}$ .

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.