

NORDSTROM INC  
Form 4  
October 08, 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 \*  
Nordstrom James F JR

(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)  
10/06/2015

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                    | 10/06/2015                           |  | A                              | 373 A \$0   | 576,315 <sup>(1)</sup>  | D  |   |
| Common Stock                    |                                      |  |                                |   | 4,315.16  | I  | By 401(k) Plan, per Plan statement dated 9/30/2015. |
| Common Stock                    |                                      |  |                                |   | 775   | I  | By wife   |
|                                 |                                      |  |                                |   | 1,577.79  | I  |   |

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|              |  |  |  |         |   |  |   |
|--------------|--|--|--|---------|---|--|---|
| Common Stock |  |  |  |         |   |  | By wife in 401(k) Plan, per Plan statement dated 9/30/2015. |
| Common Stock |  |  |  | 141,935 | I |  | See <sup>(2)</sup>  |
| Common Stock |  |  |  | 10,015  | I |  | By self as trustee for benefit of child                     |
| Common Stock |  |  |  | 10,016  | I |  | By self as trustee for benefit of child                     |
| Common Stock |  |  |  | 10,016  | I |  | By self as trustee for benefit of child                     |

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) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Owned Following Reporting Transaction (Instr. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date   | Title                                      | Amount or Number of Shares  |

## Reporting Owners

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

## Signatures

/s/ Paula McGee, Attorney-in-Fact for James F. Nordstrom, Jr.

10/08/2015

\_\_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).

- Represents additional restricted stock units (RSUs) resulting from the adjustment on October 6, 2015 of outstanding unvested RSUs by a factor of 1.0708857 in connection with the special cash dividend approved by the issuer's board of directors on October 1, 2015.
- (1) Adjustment of outstanding unvested RSUs was required pursuant to the terms of Nordstrom, Inc. 2010 Equity Incentive Plan. These additional RSUs are subject to the original vesting schedule in place with respect to the RSUs giving rise to the award adjustment.
  - (2) By self as trustee for my benefit and the benefit of my children under the James F. Nordstrom, Jr. 2012 Annuity Trust 1.

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.