LITTLE DANIEL F
Form 4/A
October 31, 2017

# FORM 4

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

**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

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).

(Print or Type Responses)

1. Name and Address of Reporting Person *
LITTLE DANIEL F

(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)
02/24/2017

4. If Amendment, Date Original Filed(Month/Day/Year)
02/28/2017

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

_____ Director _____ 10% Owner
__X__ Officer (give title below) _____ Other (specify below)
Chief Information Officer

6. Individual or Joint/Group Filing(Check Applicable Line)
_X_ 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 Indirect Beneficial Ownership (Instr. 4) |
|---|---|---|---|---|---|---|---|---|---|---|
| | | | Code | V | Amount | (A) or (D) | Price | | | |

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

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SEC 1474 (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 | 2. Conversion or Exercise | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any | 4. Transaction Code | 5. Number of Derivative Securities | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8 D S |
|---|---|---|---|---|---|---|---|---|

| (Instr. 3) | Price of Derivative Security | (Month/Day/Year) | (Instr. 8) | Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | | | | | | | (I |
|---|---|---|---|---|---|---|---|---|---|---|---|
| | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | |
| Employee Stock Option (right to buy) | $ 75.23 | 10/06/2015 | | A | 1,439 (1) (2) | | (3) | 02/24/2015 | Common Stock | 1,439 | |
| Employee Stock Option (right to buy) | $ 57.16 | 10/06/2015 | | A | 1,863 (4) (5) | | (6) | 03/03/2024 | Common Stock | 1,863 | |
| Employee Stock Option (right to buy) | $ 50.26 | 10/06/2015 | | A | 2,965 (7) (8) | | (9) | 03/04/2023 | Common Stock | 2,965 | |
| Employee Stock Option (right to buy) | $ 49.15 | 10/06/2015 | | A | 2,606 (10) (11) | | (12) | 02/22/2022 | Common Stock | 2,606 | |
| Employee Stock Option (right to buy) | $ 42.48 | 10/06/2015 | | A | 2,446 (13) (14) | | (15) | 02/25/2021 | Common Stock | 2,446 | |
| Employee Stock Option (right to buy) | $ 34.5 | 10/06/2015 | | A | 2,489 (16) (17) | | (18) | 02/26/2020 | Common Stock | 2,489 | |
| Employee Stock Option (right to buy) | $ 12.58 | 10/06/2015 | | A | 2,933 (19) (20) | | (21) | 02/27/2019 | Common Stock | 2,933 | |

# Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---|---|---|---|
| | Director | 10% Owner | Officer | Other |
| LITTLE DANIEL F<br>C/O NORDSTROM, INC.<br>1617 SIXTH AVENUE<br>SEATTLE, WA 98101 | | | Chief Information Officer | |

# Signatures

| | |
|---|---|
| Karen Ruby, Attorney-in-Fact for Daniel F. Little | 10/31/2017 |
| **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)** | Represents additional shares issuable under an option dated 2/24/2015 as a result of the adjustment of the underlying option in connection with the special dividend declared by the issuer on October 1, 2015. |
| **(2)** | The original grant of the underlying option was reported on Form 4 dated 2/26/2015. |
| **(3)** | Granted under the issuer's 2010 Equity Incentive Plan, exercisable in four equal annual installments commencing 2/24/2016. |
| **(4)** | Represents additional shares issuable under an option dated 3/3/2014 as a result of the adjustment of the underlying option in connection with the special dividend declared by the issuer on October 1, 2015. |
| **(5)** | The original grant of the underlying option was reported on Form 4 dated 3/5/2014. |
| **(6)** | Granted under the issuer's 2010 Equity Incentive Plan, exercisable in four equal annual installments commencing 3/3/2015. |
| **(7)** | Represents additional shares issuable under an option dated 3/4/2013 as a result of the adjustment of the underlying option in connection with the special dividend declared by the issuer on October 1, 2015. |
| **(8)** | The original grant of the underlying option was reported on Form 4 dated 3/4/2013. |
| **(9)** | Granted under the issuer's 2010 Equity Incentive Plan, exercisable in four equal annual installments commencing 3/4/2014. |
| **(10)** | Represents additional shares issuable under an option dated 2/22/2012 as a result of the adjustment of the underlying option in connection with the special dividend declared by the issuer on October 1, 2015. |
| **(11)** | The original grant of the underlying option was reported on Form 4 dated 2/22/2012. |
| **(12)** | Granted under the issuer's 2010 Equity Incentive Plan, exercisable in four equal annual installments commencing 2/22/2013. |
| **(13)** | Represents additional shares issuable under an option dated 2/25/2011 as a result of the adjustment of the underlying option in connection with the special dividend declared by the issuer on October 1, 2015. |
| **(14)** | The original grant of the underlying option was reported on Form 4 dated 2/28/2011. |
| **(15)** | Granted under the issuer's 2010 Equity Incentive Plan, exercisable in four equal annual installments commencing 2/25/2012. |
| **(16)** | Represents additional shares issuable under an option dated 2/26/2010 as a result of the adjustment of the underlying option in connection with the special dividend declared by the issuer on October 1, 2015. |
| **(17)** | The original grant of the underlying option was reported on Form 4 dated 3/1/2010. |
| **(18)** | Granted under the issuer's 2004 Equity Incentive Plan, exercisable in four equal annual installments commencing 2/26/2011. |
| **(19)** | Represents additional shares issuable under an option dated 2/27/2009 as a result of the adjustment of the underlying option in connection with the special dividend declared by the issuer on October 1, 2015. |
| **(20)** | The original grant of the underlying option was reported on Form 4 dated 3/2/2009. |

**(21)** Granted under the issuer's 2004 Equity Incentive Plan, exercisable in four equal annual installments commencing 2/27/2010.

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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