

Nordstrom James F JR
Form 4
July 02, 2018

FORM 4

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

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

OMB APPROVAL

OMB
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(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)
06/28/2018

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
____X____ Officer (give title ____ Other (specify
below) below)

President, Stores

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)
Common Stock	06/28/2018		M	(A) or (D) Amount (1) 15,043 Price \$ 34.5	481,285	D	
Common Stock	06/28/2018		M	(A) or (D) Amount (1) 6,352 Price \$ 42.48	487,637	D	
Common Stock	06/28/2018		S	(A) or (D) Amount (1) (2) 21,395 Price \$ 52.5141	466,242	D	
Common Stock	06/29/2018		M	(A) or (D) Amount (1) 16,485 Price \$ 42.48	482,727	D	
Common Stock	06/29/2018		S	(A) or (D) Amount (1) (3) 16,485 Price \$ 52.589	466,242	D	

Common Stock	5,493.925	I	By 401(k) Plan, per Plan statement dated 5/31/2018.
Common Stock	429	I	By wife
Common Stock	1,831.773	I	By wife in 401(k) Plan, per Plan statement dated 5/31/2018.
Common Stock	250,000	I	See ⁽⁴⁾
Common Stock	24,592	I	By self as trustee for benefit of child
Common Stock	24,592	I	By self as trustee for benefit of child
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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)
				Code	V (A) (D)		Title

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					Date Exercisable	Expiration Date		Amount or Number of Shares
Employee Stock Option (right to buy)	\$ 34.5	06/28/2018	M	15,043 (1)	(5)	02/26/2020	Common Stock	15,043
Employee Stock Option (right to buy)	\$ 42.48	06/28/2018	M	6,352 (1)	(6)	02/25/2021	Common Stock	6,352
Employee Stock Option (right to buy)	\$ 42.48	06/29/2018	M	16,485 (1)	(6)	02/25/2021	Common Stock	16,485

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Nordstrom James F JR C/O NORDSTROM, INC. 1617 SIXTH AVENUE SEATTLE, WA 98101			President, Stores	

Signatures

/s/ Karen Ruby, Attorney-in-Fact for James F.
Nordstrom, Jr. 07/02/2018

__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 option exercise and sales reported herein are pursuant to a 10b5-1 Trading Plan entered into on 6/25/2018.
- (2) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$52.50 to \$52.55, inclusive. The reporting person undertakes to provide to Nordstrom, Inc., any security holder of Nordstrom, Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in this footnote.
- (3) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$52.50 to \$52.81, inclusive. The reporting person undertakes to provide to Nordstrom, Inc., any security holder of Nordstrom, Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in this footnote.
- (4) By self as trustee for my benefit and the benefit of my children under the James F. Nordstrom, Jr. 2017 Annuity Trust.

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(5) Exercisable in four equal annual installments commencing on 2/26/2011.

(6) Exercisable in four equal annual installments commencing on 2/25/2012.

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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