

NORDSTROM INC  
Form 4  
January 06, 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 \*  
Howell James A

(Last) (First) (Middle)  
C/O NORDSTROM, INC., 1700 SEVENTH 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)  
01/05/2015

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)  
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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount (A) or (D) Price		
Common Stock	01/05/2015		M		10,000 (1) A \$ 45.56	21,752	D
Common Stock	01/05/2015		M		8,901 (1) A \$ 38.02	30,653	D
Common Stock	01/05/2015		M		9,960 (1) A \$ 36.94	40,613	D
Common Stock	01/05/2015		M		6,902 (1) A \$ 45.49	47,515	D
Common Stock	01/05/2015		M		4,627 (1) A \$ 52.63	52,142	D

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Common Stock	01/05/2015	M	<u>2,571</u> <sup>(1)</sup>	A	\$ 53.82	54,713	D	
Common Stock	01/05/2015	S	<u>42,961</u> <sup>(1)</sup>	D	\$ 77.2852 <sup>(2)</sup>	11,752	D	
Common Stock						5,989.2	I	By 401(k) Plan, per Plan statement dated 11/30/2014.

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)	Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (right to buy) <sup>(1)</sup>	\$ 45.56	01/05/2015		M	10,000	<sup>(3)</sup> 08/20/2017	Common Stock	10,000	
Employee Stock Option (right to buy) <sup>(1)</sup>	\$ 38.02	01/05/2015		M	8,901	<sup>(4)</sup> 02/28/2018	Common Stock	8,901	
Employee Stock Option (right to buy) <sup>(1)</sup>	\$ 36.94	01/05/2015		M	9,960	<sup>(5)</sup> 02/26/2020	Common Stock	9,960	
	\$ 45.49	01/05/2015		M	6,902	<sup>(6)</sup> 02/25/2021		6,902	

Employee Stock Option (right to buy) <sup>(1)</sup>								Common Stock	
Employee Stock Option (right to buy) <sup>(1)</sup>	\$ 52.63	01/05/2015	M	4,627	<sup>(7)</sup>	02/22/2022		Common Stock	4,627
Employee Stock Option (right to buy) <sup>(1)</sup>	\$ 53.82	01/05/2015	M	2,571	<sup>(8)</sup>	03/04/2023		Common Stock	2,571

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Howell James A C/O NORDSTROM, INC. 1700 SEVENTH AVENUE SEATTLE, WA 98101			Vice President	

## Signatures

Paula McGee, Attorney-In-Fact for James A. Howell	01/06/2015
<sup>(1)</sup> 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 12/16/2014.

(2) The price reported represents the weighted average price. These shares were sold in multiple transactions at prices ranging from \$76.97 to \$77.73, 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 footnote 2 to this Form 4.

(3) Exercisable in four equal annual installments commencing 8/20/2008.

(4) Exercisable in four equal annual installments commencing 2/28/2009.

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

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

(7) Exercisable in four equal annual installments commencing 2/22/2013.

(8) Exercisable in four equal annual installments commencing 3/4/2014.

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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