SEC Form 4

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

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL 3235-0287 OMB Number: Estimated average burden hours per response 0.5

1	dress of Reporting I	Person*	2. Issuer Name and Ticker or Trading Symbol <u>NORDSTROM INC</u> [JWN]		tionship of Reporting Person(s) to Issuer all applicable) Director 10% Owner		
		(6.45-1-11-)	3. Date of Earliest Transaction (Month/Day/Year)	X	Officer (give title below)	Other (specify below)	
(Last) (First) (Middle) C/O NORDSTROM, INC. 1700 7TH AVENUE			03/05/2019		President - Nordstrom Rack		
			4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applica Line)			
(Street)	T. 74	00101		X	Form filed by One Rep	porting Person	
SEATTLE	WA	98101			Form filed by More that Person	an One Reporting	
(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)		Transaction Code (Instr.		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership	
			Code	v	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)		(Instr. 4)	
Common Stock	03/05/2019		Α		10,135(1)	A	\$45.33	111,283	D		
Common Stock								6,299.9998	Ι	By 401(k) Plan, per Plan statement dated 2/28/2019.	

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

			(e.g.,	puis,	Calls,	, wana	unts	, options,	conventio	ne secu	illes)				
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. Transa Code (8)		on of		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	v	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Performance Share Units	(2)	03/05/2019		A		14,883		03/05/2022	01/29/2022	Common Stock	14,883	\$0	14,883	D	
Employee Stock Option (right to buy)	\$ 45.33	03/05/2019		A		0 ⁽³⁾		(4)	03/05/2029	Common Stock	0.0	\$45.33	0	D	

Explanation of Responses:

1. Restricted Stock Unit vesting in four equal annual installments commencing on 3/10/2020. The number of RSUs to be 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: number of RSUs = (base pay x LTI%) / RSU fair value. 2. Each Performance Share Unit (PSU) represents a contingent right to receive one share of the Company's common stock. The percentage of PSUs granted that will actually be earned at the end of the three-year period is based upon the Company's free cash flow growth, earnings before interest and tax (EBIT) margin percent, and market share results over that same period.

3. The number of options granted is not known at this time. The number is calculated as a function of certain assumptions, including risk-free interest rate, volatility, dividend yield, and expected life. The formula for determining the number of options granted is: number of options = (base pay x LTI%)/option fair value. This Form 4 will be amended to report the number of options granted when that number has been calculated

4. Granted under the issuer's 2010 Equity Incentive Plan, exercisable over four years, with 50% vesting on each of March 10, 2022 and March 10, 2023.

Remarks:

Kaj Trapp, Attorney-in-Fact for 03/07/2019

Geevy SK Thomas

** Signature of Reporting Person Date

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

* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.