SEC	Form 4
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FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

OMB Number:	3235-0287
Estimated avera	age burden
hours per respo	onse: 0.5

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

1. Name and Address of Reporting Person* <u>NORDSTROM PETER E</u>					2. Issuer Name and Ticker or Trading Symbol <u>NORDSTROM INC</u> [JWN]								(Ch	eck all applic X Director	able) r	10% Owne		Owner
(Last) (First) (Middle) C/O NORDSTROM, INC. 1617 SIXTH AVENUE					3. Date of Earliest Transaction (Month/Day/Year) 03/03/2022								below)	,		Other (spec below) ef Brand Officer		
(Street) SEATTLE (City)	E WA		28101 Zip)		4. If	4. If Amendment, Date of Original Filed (Month/Day/Year) 6. Individual or Joint/Group Fili 4. If Amendment, Date of Original Filed (Month/Day/Year) 6. Individual or Joint/Group Fili Line) X Form filed by One Re Form filed by More th Person Person										ne Repo	Reporting Person	
		Tab	le I - No	on-Deriv	/ative	Se	curities	Aco	quired	, Dis	sposed of	f, or Bei	neficial	y Owned				
			2. Transaction Date (Month/Day/Year)		r) E)	2A. Deemed Execution Date, if any (Month/Day/Year)				4. Securities Acquired (A) o Disposed Of (D) (Instr. 3, 4 a 5)			Beneficially Owned Following		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 (Inst. 3 and 4) (Inst.					(1150.4)						
Common S	Common Stock													34,987		Ι		By 401(k) Plan, per Plan statement dated 02/28/2022
		Т	able II ·						,		osed of,			Owned				
Derivative Conversion D		3. Transaction Date (Month/Day/Year) A A. Deen Executio (Month/Day/Year)		ned 4. n Date, Transac Code (In		ction	5. Number tion of		-	Exerc ion Da			id Amount ties ig e Security	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)		10. Ownersł Form: Direct (D or Indire (I) (Instr.	Beneficial Ownership ct (Instr. 4)
					Code	v	(A)	(D)	Date	able	Expiration Date	Title	Amount or Number of Shares	1				

Explanation of Responses:

(1)(2)

\$25.68

03/03/2022

03/03/2022

1. Each Performance Share Unit (PSU) represents a contingent right to receive 1 share of the Company's common stock. The PSUs may be earned over a 3-year period from FY 2022 through FY 2024, depending on the achievement of certain metrics. The number of PSUs awarded is a function of base pay, a PSU LTI percentage and the fair value of a PSU. The fair value of a PSU 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 PSUs granted is: number of PSUs = (base pay x PSU LTT%) / PSU fair value. The percentage of PSUs granted that will actually be earned at the end of the three-year period is based upon the Company's cumulative sales and earnings before interest and tax ("EBIT") margin results over the same period.

03/10/2025

03/10/2025

2. The minimum percentage of PSUs that can be earned at the end of the three year performance cycle is 75% and the maximum is 150%.

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A

70.536

0⁽⁴⁾

3. Granted under the issuer's 2019 Equity Incentive Plan, exercisable 50% on March 10, 2025 and 50% on March 10, 2026.

4. 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, expected dividend yield, and expected life. The formula for determining the number of options granted is: (base pay x Option LTI%)/option fair value. This Form 4 will be amended to report the number of options granted when that number has been calculated.

Remarks:

Performance

Share Units

Employee Stock

Option

(right to buy)⁽³⁾

> Brian B. DeFoe, Attorney-in-Fact for Peter E. Nordstrom

Commo

Stock

Commo

Stock

03/10/2025

03/03/2032

70.536

0.0(4)

\$<mark>0</mark>

\$25.68

03/07/2022

70.536

0⁽⁴⁾

D

D

** 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.