SEC	Form 4
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## 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

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

	Address of F	Reporting Person <sup>*</sup>				uer Name <b>and</b> Tick RDSTROM 1					(Ch	Relationship o leck all applic Director	able)	•	10%	Owner	
(Last) (First) (Middle) C/O NORDSTROM, INC. 1617 SIXTH AVENUE					3. Date of Earliest Transaction (Month/Day/Year) 03/03/2022							X Officer (give title Other (specify below) below) President - Nordstrom Rack					.,
(Street) SEATTLE (City)		1e) (2		4. If Amendment, Date of Original Filed (Month/Day/Year)							Individual or Joint/Group Filing (Check Applicable ne) X Form filed by One Reporting Person Form filed by More than One Reporting Person						
1. Title of Security (Instr. 3) 2. Transact Date					tion 2A. Deemed Execution Date,		quired, Disposed of 3. Transaction Disposed Of			l (A) or	5. Amount of		6. Ownership Form: Direct		7. Nature of Indirect Beneficial		
				ay/rear)	(Month/Day/Year)	Code (Instr. 8)			(A) or price		Owned Following Reported Transaction(s)		(D) or Indirect (I) (Instr. 4)		Ownership (Instr. 4)		
Common Stock						Code	V	Amount	(D)	Price	(Instr. 3 and 22,38	4)	I		By 402 Plan, p Plan statem dated 02/28/2	per	
		т	able II			ecurities Acqualls, warrants						Owned					
1. Title of Derivative Security (Instr. 3)	Derivative Conversion Date Execution Date, Security or Exercise (Month/Day/Year) if any		4. Transac Code (Ir 8)		6. Date Exercisable and Expiration Date (Month/Day/Year)			7. Title and Amou of Securities Underlying Derivative Securi (Instr. 3 and 4)		Derivative derivativ Security Securiti		tive ties cially I ing ted action(s)	10. Owners Form: Direct (i or Indire (I) (Insti	hip of Be D) Ov ect (In	L. Nature I Indirect eneficial wnership nstr. 4)		

					3, 4 and 5)							(Instr. 4)		
			Code	v	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Performance Share Units	(1)(2)	03/03/2022	Α		30,688		03/10/2025	03/10/2025	Common Stock	30,688	\$ <mark>0</mark>	30,688	D	
Employee Stock Option (right to buy) <sup>(3)</sup>	\$25.68	03/03/2022	A		0 <sup>(4)</sup>		03/10/2025	03/03/2032	Common Stock	0.0(4)	\$25.68	0 <sup>(4)</sup>	D	

## Explanation of Responses:

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 LTI%) / 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.

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%.

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:** 

Brian B. DeFoe, Attorney-in-Fact for Geevy SK Thomas

03/07/2022

\*\* 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.