SEC Form 4

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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

| | IVAL |
|-------------------------|-----------|
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11. Nature

of Indirect Beneficial

Ownership

(Instr. 4)

10.

Form:

Ownership

Direct (D)

or Indirect

(I) (Instr. 4)

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| 1. Name and Address of Reporting Person* NORDSTROM PETER E | | | 2. Issuer Name and Ticker or Trading Symbol NORDSTROM INC [JWN] | | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) | | | | | |
|---|----------|----------|--|------------------|--|-----------------------|--|--|--|--|
| NORDSTR | OM PETER | <u>E</u> | | X | Director | 10% Owner | | | | |
| | | | | X | Officer (give title below) | Other (specify below) | | | | |
| (Last) (First) (Middle) C/O NORDSTROM, INC. 1617 SIXTH AVENUE | | | 3. Date of Earliest Transaction (Month/Day/Year) 03/05/2019 | | Co-Presi | , | | | | |
| | | | | _ | | | | | | |
| (Street) | | | 4. If Amendment, Date of Original Filed (Month/Day/Year) | 6. Indi Line) | vidual or Joint/Group Filir | ng (Check Applicable | | | | |
| SEATTLE | WA | 98101 | | X | X Form filed by One Reporting Persor | | | | | |
| | | | | | Form filed by More the Person | an One Reporting | | | | |
| (City) | (State) | (Zip) | | | | | | | | |

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| Table 1 - 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. Transa Code (8) | | | | | 5. Amount of Securities Beneficially Owned Following Reported | 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 | Transaction(s) (Instr. 3 and 4) | | (1150.4) |
| Common Stock | | | | | | | | 3,226.3876 | I | By second 401 (k) Plan, per Plan statement dated 2/28/2019 |
| Common Stock | | | | | | | | 24,530 | Ι | By self as trustee for benefit of child. |
| Common Stock | | | | | | | | 175,533 | Ι | By wife. |
| Common Stock | | | | | | | | 24,530 | I | By self as trustee for benefit of second child |

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities) 3. Transaction 3A. Deemed 5. Number 7. Title and Amount 8. Price of 9. Number of 6. Date Exercisable and 4. of Securities Underlying Derivative Security Conversion Date Execution Date Transaction of Expiration Date (Month/Day/Year) Derivative derivative (Month/Day/Year) if any Derivative or Exercise Price of Code (Instr. Security (Instr. 5) Securities (Month/Day/Year) 8) Securities Beneficially Derivative Acquired (Instr. 3 and 4) Owned (A) or Disposed Following Security Reported Transaction(s) of (D) (Instr. 3. 4 and 5) (Instr. 4)

| | | | | | | 5, 4 and 5) | | | | | | | | 1 1 | |
|--|---------|------------|------|---|------------------|-------------|---------------------|--------------------|-----------------|--|---------|--------|---|-----|--|
| | | | Code | v | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | | | | |
| Employee Stock Option (right to buy) | \$45.33 | 03/05/2019 | A | | 0 ⁽¹⁾ | | (2) | 03/05/2029 | Common Stock | 0.0 | \$45.33 | 0 | D | | |
| Performance Share Units | (3) | 03/05/2019 | A | | 37,629 | | 03/05/2022 | 01/29/2022 | Common Stock | 37,629 | \$0 | 37,629 | D | | |

Explanation of Responses:

1. 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.

2. Granted under the issuer's 2010 Equity Incentive Plan, exercisable in four equal annual installments, beginning on 3/10/2020.

3. 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.

1. Title of

Derivative

Security (Instr. 3)

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

Peter E. Nordstrom

** 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.