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

OMB APPROVAL OMB Number: 3235-0287

Estimated average burden hours per response: 0.5

1. Name and Add ONEAL JA	dress of Reporting MES R	Person*	2. Issuer Name and Ticker or Trading Symbol <u>NORDSTROM INC</u> [JWN]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner Officer (size title
			3. Date of Earliest Transaction (Month/Day/Year)	X Officer (give title Other (specify below) below)
(Last)	(First)	(Middle)		Executive Vice President
C/O NORDS	TROM, INC.		02/22/2006	
1617 SIXTH	AVENUE			
			4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable
(Street)				Line)
. ,				X Form filed by One Reporting Person
SEATTLE	WA	98101		Form filed by More than One Reporting Person
(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)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 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)		(1130.4)
Common Stock	02/22/2006		A		18,735 ⁽¹⁾	Α	\$ <mark>0</mark>	33,590	D	
Common Stock								7,599	I	By 401(k) Plan, per Plan statement dated 1/31/06
Common Stock								5,751 ⁽²⁾	I	By wife
Common Stock								1,923	I	By wife in 401(k) Plan, per Plan statement dated 1/31/06

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. Transa Code (8)		of		6. Date Exerc Expiration Da (Month/Day/Y	ate	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				
Employee Stock Option (right to buy)	\$40.27	02/22/2006		A		22,495		(3)	02/22/2016	Common Stock	22,495	\$0	22,495	D	
Employee Stock Option (right to buy)	\$40.27	02/22/2006		s		4,902		(3)	02/22/2016	Common Stock	4,902	\$0	4,902	I	By wife

Explanation of Responses:

1. Settlement of Performance Rights which were awarded by the Board's Compensation Committee on 2/18/03 pursuant to the Nordstorm, Inc. 1997 Stock Option Plan. The Performance Rights vested on 2/22/06, based on the Compensation Committee's determination that the applicable performance criteria had been met as of 1/31/06.

2. Includes 687 shares acquired on 9/30/03 under the Employee Stock Purchase Plan, (adjusted to 1,374 shares after the 6/30/05 two-for-one stock split).

3. Granted under the issuer's 2004 Equity Incentive Plan, exercisable in four equal annual installments commencing on 2/22/07.

Remarks:

/s/ Duane E. Adams, Attorneyin-Fact for James R. O'Neal 02/23/2006

Data

** 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.