

OMB APPROVAL	
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**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

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

1. Name and Address of Reporting Person* <u>Worzel Ken</u>			2. Issuer Name and Ticker or Trading Symbol <u>NORDSTROM INC [ JWN ]</u>			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Chief Customer Officer</u>		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <u>03/07/2024</u>			6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person		
<u>C/O NORDSTROM, INC.</u>			4. If Amendment, Date of Original Filed (Month/Day/Year)					
<u>1617 SIXTH AVENUE</u>								
(Street)								
<u>SEATTLE</u>	<u>WA</u>	<u>98101</u>						
(City)	(State)	(Zip)						

**Rule 10b5-1(c) Transaction Indication**

Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.

**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)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	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			
Common Stock	03/07/2024		A		97,437 <sup>(1)</sup>	A	\$0	218,175	D	
Common Stock	03/10/2024		F		4,728 <sup>(2)</sup>	D	\$17.06	213,447	D	
Common Stock								5,504	I	By 401(k) Plan, per Plan statement dated 2/29/2024

**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. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		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
Performance Share Units	(3)(4)	03/07/2024		A		106,261		03/10/2027	03/10/2027	Common Stock	106,261	\$0	106,261	D	

**Explanation of Responses:**

- Restricted Stock Unit vesting in three equal annual installments commencing on March 10, 2025. The number of RSUs awarded is a function of established long-term incentive award levels, an RSU 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 RSU LTI%) / RSU fair value.
- Represents shares withheld to satisfy the tax obligation in connection with the vesting of RSUs. The transaction is exempt pursuant to Rule 16b-3(e) of the '34 Act.
- 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 2024 through FY 2026, depending on the achievement of certain metrics. The number of PSUs to be awarded is a function of established long-term incentive award levels, a PSU LTI% 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 that will actually be earned at the end of each year within the 3-year period is based upon the Company's sales and earnings before interest and tax (EBIT) margin results over that year.
- One third of the total target number of PSUs will be allocated to three separate 1-year performance cycles. The minimum percentage of PSUs that can be earned at the end of each year is 0% and the maximum is 175% based on achievement against Company sales and earnings before interest and tax (EBIT) margin results at the end of each year. The total percentage of PSUs that can be earned at the end of the 3-year period ranges from 0%-175%.

**Remarks:**

Brian B. DeFoe, Attorney-in-Fact for Ken Worzel 03/11/2024

\*\* 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.