| SEC Form 4 | |
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FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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 burde | en | | | | | | | | |
| hours per response: | 0.5 | | | | | | | | |

| 1. Name and Address of Reporting Person* NORDSTROM ERIK B | | | 2. Issuer Name and Ticker or Trading Symbol <u>NORDSTROM INC</u> [JWN] | | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) | | | | | |
|--|-------------------|----------|---|------------------|---|-----------------------|--|--|--|--|
| NORDSTR | <u>KOM ERIK B</u> | | | X | Director | 10% Owner | | | | |
| (Last) | (First) | (Middle) | 3. Date of Earliest Transaction (Month/Day/Year) | - x | Officer (give title below) | Other (specify below) | | | | |
| C/O NORDSTROM, INC. 1617 SIXTH AVENUE | | | 02/24/2015 | | Executive Vice President | | | | | |
| (Street) | | | 4. If Amendment, Date of Original Filed (Month/Day/Year) | 6. Indi Line) | vidual or Joint/Group Fili | ng (Check Applicable | | | | |
| SEATTLE | WA | 98101 | | X | Form filed by One Re | | | | | |
| (City) | (State) | (Zip) | — | | Form filed by More th Person | an One Reporting | | | | |

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. 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 | 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 | 02/24/2015 | | A | | 0(1) | A | \$ <mark>0</mark> | 2,257,670 | D | | |
| Common Stock | | | | | | | | 20,052.02 | Ι | By 401(k) Plan, per Plan statement dated 1/31/2015 | |
| Common Stock | | | | | | | | 42,276 | I | By wife | |
| Common Stock | | | | | | | | 32,424 | I | By self as trustee for benefit of child | |
| Common Stock | | | | | | | | 28,232 | I | By self as trustee for benefit of child | |
| Common Stock | | | | | | | | 24,160 | I | By self as trustee for benefit of child | |

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 Deriv Secu Acqu (A) o Dispe of (D | r osed) 7. 3, 4 | 6. Date Exercisable and Expiration Date (Month/Day/Year) | | te Amount of | | 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) | \$80.56 | 02/24/2015 | | A | | 0 ⁽²⁾ | | (3) | 02/24/2025 | Common Stock | 0 ⁽²⁾ | \$0 | 0 ⁽²⁾ | D | |

Explanation of Responses:

1. Restricted Stock Award vesting and exercisable in four equal installments commencing 2/24/2016. The number of Restricted Stock Units ("RSUs") granted are not known at this time. The number of RSUs to be awarded to each individual is a function of base pay, a 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 LTI%) / RSU fair value. This Form 4 will be amended to report the number of RSUs granted when the number has been calculated.

2. The number of options granted is not known at this time. The number is calculated as a function of base pay, a long-term incentive (LTI) percentage and the fair value of the option. The Binomial Lattice option valuation model will be used to estimate the fair value of the option. This model requires the input 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.

3. Granted under the issuer's 2010 Equity Incentive Plan, exercisable in four equal installments commencing on 2/24/2016.

Remarks:

Paula McGee, Attorney-in-Fact for Erik B. 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.