SEC Form 4

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL
OMB Number: 3235-0287
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0.5

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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

1. Name and Address of Reporting Person* Bariquit Teri			2. Issuer Name and Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)					
					Director Officer (give title	10% Owner Other (specify			
(Last) (First) (Middle) C/O NORDSTROM, INC. 1617 SIXTH AVENUE		(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 03/04/2021	- X	below) Chief Merchandisi	below)			
			4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Indiv Line)	idual or Joint/Group Filing	J (Check Applicable			
(Street) SEATTLE	WA	98101		X	Form filed by One Report Form filed by More than	5			
(City)	(State)	(Zip)			Person				

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

1. Title of Security (Instr. 3)			Transaction Disposed Of (D) (Instr. 3, 4 and Code (Instr. 5)					5. Amount of Securities Beneficially Owned Following	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership
			Code	v	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)		(Instr. 4)
Common Stock	03/04/2021		A		14,339(1)	A	\$ <mark>0</mark>	71,427	D	
Common Stock								2,187	Ι	By 401(k) Plan, per Plan statement dated 02/28/2021

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

	_		(e.g.,	puts,	cans	, wai	ian	s, options	, convert	ible Sect	unuesj				
1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	Execution Date, Transaction of Expiration Date		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) ⁽²⁾	\$35.52	03/04/2021		A		0 ⁽³⁾		03/10/2024	03/04/2031	Common Stock	0.0 ⁽³⁾	\$0	0 ⁽³⁾	D	

Explanation of Responses:

1. Restricted Stock Unit vesting in four equal annual installments commencing on March 10, 2022. The number of RSUs awarded is a function of base pay, a 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.

2. Granted under the issuer's 2019 Equity Incentive Plan, exercisable 50% on March 10, 2024 and 50% on March 10, 2025.

3. 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 Teri Bariquit

03/05/2021

** 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.