SEC Form 4

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

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1. Name and Address of Reporting Person [*] NORDSTROM PETER E			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				
			3. Date of Earliest Transaction (Month/Day/Year) 03/04/2004	X	Officer (give title below) Executive Vice Pre	Other (specify below) esident		
(Street) SEATTLE (City)	WA (State)	98101 (Zip)	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Indiv Line) X	idual or Joint/Group Filing (Form filed by One Report Form filed by More than C Person	ing Person		

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

Table 1 - Non-Derivative Securities Acquired, Disposed of, of Benencially Owned												
1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	Code (Instr.		4. Securities Disposed Of	Acquired (D) (Instr	(A) or . 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		
			Code	v	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)		(Instr. 4)		
Common Stock	03/04/2004		М		10,000	A	\$29	992,654	D			
Common Stock	03/04/2004		М		1,786	A	\$30.281	994,440	D			
Common Stck	03/04/2004		М		2,342	A	\$23.094	996,782	D			
Common Stock	03/04/2004		М		9,049	A	\$29	1,005,831	D			
Common Stock	03/04/2004		М		2,106	A	\$25.688	1,007,937	D			
Common Stock	03/04/2004		S		25,283	D	\$39.896	982,654	D			
Common Stock	03/05/2004		М		262	A	\$29	982,916	D			
Common Stock	03/05/2004		М		34,914	A	\$29	1,017,830	D			
Common Stock	03/05/2004		М		14,824	A	\$21.25	1,032,654	D			
Common Stock	03/05/2004		S		50,000	D	\$39.704	982,654	D			
Common Stock								8,692	I	By 401(k) Plan, per Plan statement dated 2/29/04		

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)			6. Date Exercisable and Expiration Date (Month/Day/Year)		nd 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)	\$29	03/04/2004		М			10,000	(1)	02/26/2008	Common Stock	10,000	\$0	0	D	
Employee Stock Option (right to buy)	\$30.281	03/04/2004		М			1,786	(2)	11/18/2007	Common Stock	1,786	\$0	0	D	

	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)		n of		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)		10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	v	(A)	(D)	Date Exercisable			Amount or Number of Shares				
Employee Stock Option (right to buy)	\$23.094	03/04/2004		М			2,342	(3)	05/20/2007	Common Stock	2,342	\$0	0	D	
Employee Stock Option (right to buy)	\$29	03/04/2004		М			9,049	(4)	02/26/2008	Common Stock	9,049	\$0	0	D	
Employee Stock Option (right to buy)	\$25.688	03/04/2004		М			2,106	(5)	05/21/2006	Common Stock	2,106	\$0	0	D	
Employee Stock Option (right to buy)	\$29	03/05/2004		М			262	(4)	02/26/2008	Common Stock	262	\$0	0	D	
Employee Stock Option (right to buy)	\$29	03/05/2004		М			34,914	(6)	02/26/2008	Common Stock	34,914	\$0	0	D	
Employee Stock Option (right to buy)	\$21.25	03/05/2004		М			14,824	(7)	02/22/2010	Common Stock	14,824	\$0	0	D	

Explanation of Responses:

1. The option vested and became exercisable in four equal annual installments commencing on 2/26/99.

2. The option vested and became exercisable in four equal annual installments commencing on 11/18/98.

3. The option vested and became exercisable in four equal annual installments commencing on 5/20/98.

4. The option vested and became exercisable when the Issuer's common stock sustained an average price for at least 20 consecutive days as follows: 20% at an average of \$40; 55% at an average of \$47.50; and 100% at an average of \$55.

5. The option vested and became exercisable in four equal annual installments commencing on 5/21/97.

6. The option vested and became exercisable in four equal annual installments commencing on 2/26/99.

7. The option vested and became exercisable in four equal annual installments commencing on 2/22/01.

Remarks:

Duane E. Adams, Attorney-in-Fact for Peter E. Nordstrom

03/08/2004

** 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.