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 | ST |
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| obligations may continue. See Instruction 1(b). | |

ATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL OMB Number: Estimated average burden hours per response: 0.5

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* KNIGHT KEVIN T | | | | | | 2. Issuer Name and Ticker or Trading Symbol NORDSTROM INC [JWN] | | | | | | | | eck all appli Directo | , | | son(s) to Issi 10% Ow Other (s | ner |
|--|---|--|-------------|---|--|---|----------|--------|---|-------|-------------------|---|--|---|--|----------------|--|---------------------------------------|
| | (F RDSTROM KTH AVEN | , INC. | (Middle) | | | 3. Date of Earliest Transaction (Month/Day/Year) 02/22/2006 | | | | | | | | helow) | Executive V | | below) | |
| (Street) SEATTLE WA 98101 (City) (State) (Zip) | | | | _ 4. l [·] | 4. If Amendment, Date of Original Filed (Month/Day/Year) | | | | | | | | Individual or Joint/Group Filing (Check Applicable ine) X Form filed by One Reporting Person Form filed by More than One Reporting Person | | | | | |
| | | Tab | le I - Nor | n-Deriv | vative | e Se | curities | s Acc | quired, | Disp | oosed o | f, or Be | neficial | ly Owned | l | | | |
| 1. Title of Security (Instr. 3) 2. Trans: Date (Month/L | | | | 2A. Deemed Execution Date, if any (Month/Day/Year) | | Transaction Di | | | ecurities Acquired (A) posed Of (D) (Instr. 3, 4 | | Benefici Owned | es ally Following | Form (D) o | n: Direct r Indirect istr. 4) | 7. Nature of Indirect Beneficial Ownership | | | |
| | | | | | | Code | v | Amount | (A) o (D) | Price | | Transaction(s) Instr. 3 and 4) | | | (Instr. 4) | | | |
| Common Stock 02/22/ | | | 2/200 | 2006 | | A | | 12,432 | 2,432 ⁽¹⁾ A | | 40 | 40,698 | | D | | | | |
| | | 7 | Table II - | | | | | | | | | or Ben ble secu | | Owned | | | | |
| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | Execution I | Date, | 4. Transa Code (I 8) | | of | | 6. Date Exercisal Expiration Date (Month/Day/Year | | | 7. Title and Am of Securities Underlying Derivative Secu (Instr. 3 and 4) | | 8. Price of Derivative Security (Instr. 5) | 9. Numbe derivative Securities Beneficial Owned Following Reported Transactic (Instr. 4) | e S Illy | 10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | Beneficial Ownership (Instr. 4) |
| | | | | Code | | v | (A) | | Date Exercisabl | | xpiration vate | Title | Amount or Number of Shares | | | | | |
| Employee Stock Option (right to | \$40.27 | 02/22/2006 | | | A | | 13,482 | | (2) | 0 | 2/22/2016 | Common Stock | 13,482 | \$0 | 13,48 | 2 | D | |

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. 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, Attorney-02/23/2006 in-Fact for Kevin T. Knight

** 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.