

NORDSTROM INC
Form 4
March 26, 2014

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
LITTLE DANIEL F

(Last) (First) (Middle)

C/O NORDSTROM, INC., 1617
SIXTH AVENUE

(Street)

SEATTLE, WA 98101

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
NORDSTROM INC [JWN]

3. Date of Earliest Transaction
(Month/Day/Year)

03/24/2014

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___ 10% Owner
X Officer (give title below) ___ Other (specify below)

Executive Vice President

6. Individual or Joint/Group Filing(Check Applicable Line)

X Form filed by One Reporting Person
___ Form filed by More than One Reporting Person

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 | 03/24/2014 | | M | | 2,916 (1) \$ 26.01 | D | |
| Common Stock | 03/24/2014 | | M | | 3,565 (1) \$ 13.47 | D | |
| Common Stock | 03/24/2014 | | S | | 6,481 (1) \$ 62.1467 (2) | D | |
| Common Stock | 03/25/2014 | | M | | 7,084 (1) \$ 26.01 | D | |
| Common Stock | 03/25/2014 | | M | | 2,018 (1) \$ 40.27 | D | |

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| | | | | | | | | |
|--------------|------------|---|---------------------|---|-------------------------|----------|---|---|
| Common Stock | 03/25/2014 | S | 9,102 <u>(1)</u> | D | \$ 62.357 <u>(3)</u> | 42,213 | D | |
| Common Stock | | | | | | 4,866.29 | I | By 401(k) Plan, per Plan statement dated 3/10/2014. |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(9-02)

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 Underlying Securities (Instr. 3 and 4) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| | | | | Code V | (A) (D) | Date Exercisable Expiration Date | Title | |
| Employee Stock Option (right to buy) | \$ 13.47 | 03/24/2014 | | M | 3,565 <u>(1)</u> | <u>(4)</u> 02/27/2019 | Common Stock | 3,565 |
| Employee Stock Option (right to buy) | \$ 26.01 | 03/24/2014 | | M | 2,916 <u>(1)</u> | <u>(5)</u> 02/23/2015 | Common Stock | 2,916 |
| Employee Stock Option (right to buy) | \$ 26.01 | 03/25/2014 | | M | 7,084 <u>(1)</u> | <u>(5)</u> 02/23/2015 | Common Stock | 7,084 |
| Employee Stock Option (right to buy) | \$ 40.27 | 03/25/2014 | | M | 2,018 <u>(1)</u> | <u>(6)</u> 02/22/2016 | Common Stock | 2,018 |

| | | | | | | | | |
|----------------|-----|------------|---|---------------|-----|-----|-----------------|-------|
| Stock Units | (7) | 03/25/2014 | A | 122.42 (8) | (9) | (9) | Common Stock | 122.4 |
|----------------|-----|------------|---|---------------|-----|-----|-----------------|-------|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|--------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| LITTLE DANIEL F C/O NORDSTROM, INC. 1617 SIXTH AVENUE SEATTLE, WA 98101 | | | Executive Vice President | |

Signatures

Paula McGee, Attorney-in-Fact for Daniel F.
Little

03/26/2014

__Signature of Reporting Person

Date

Explanation of Responses:

- * 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).
- (1) The option exercise and sales reported herein are pursuant to a 10b5-1 Trading Plan entered into on 5/22/2013.
The price reported represents the weighted average price. These shares were sold in multiple transactions at prices ranging from \$62.00 to \$62.71, inclusive. The reporting person undertakes to provide to Nordstrom, Inc., any security holder of Nordstrom, Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in footnote 2 to this Form 4.
- (2) The price reported represents the weighted average price. These shares were sold in multiple transactions at prices ranging from \$62.18 to \$62.72, inclusive. The reporting person undertakes to provide to Nordstrom, Inc., any security holder of Nordstrom, Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in footnote 3 to this Form 4.
- (3) Exercisable in four equal annual installments commencing on 2/27/2010.
- (4) Exercisable in four equal annual installments commencing on 2/23/2006.
- (5) Exercisable in four equal annual installments commencing on 2/22/2007.
- (6) 1 for 1
- (7) Stock unit dividend paid on performance share units that were deferred at the election of the reporting person under the Executive Deferred Compensation Plan.
- (8) The stock units are convertible into issuer's common stock and payable upon the occurrence of certain events, including the reporting person's retirement from the issuer.
- (9)

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.