

NORDSTROM INC  
Form 4  
March 05, 2014

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
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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 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 \*  
Smith Tricia D

(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)  
03/03/2014

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
Executive Vice President

6. Individual or Joint/Group Filing(Check Applicable Line)  
 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                    | 03/03/2014                           |  | A                              |   | 1,249<br>(1)<br>\$ 0  | D  |   |
| Common Stock                    | 03/04/2014                           |  | M                              |   | 651<br>\$ 36.94   | D  |   |
| Common Stock                    | 03/04/2014                           |  | M                              |   | 1,334<br>\$ 45.49   | D  |   |
| Common Stock                    | 03/04/2014                           |  | M                              |   | 1,307<br>\$ 52.63   | D  |   |
| Common Stock                    | 03/04/2014                           |  | M                              |   | 3,884<br>\$ 53.82   | D  |   |

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|              |            |  |   |       |   |                    |          |  |   |   |
|--------------|------------|--|---|-------|---|--------------------|----------|--|---|---|
| Common Stock | 03/04/2014 |  | S | 7,176 | D | \$<br>62.02<br>(2) | 1,249    |  | D |   |
| Common Stock |            |  |   |       |   |                    | 2,557.82 |  | I | By 401(k)<br>Plan per<br>Plan<br>Statement<br>dated<br>1/31/2014. |

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) | 8. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Employee Stock Option (right to buy)       | \$ 61.21   | 03/03/2014                           |  | A                              | 0<br>(3)  | (4) 03/03/2024   | Common Stock  | 0 (3)                         |
| Employee Stock Option (right to buy)       | \$ 36.94   | 03/04/2014                           |  | M                              | 651   | (5) 02/26/2020   | Common Stock  | 651                           |
| Employee Stock Option (right to buy)       | \$ 45.49   | 03/04/2014                           |  | M                              | 1,334   | (6) 02/25/2021   | Common Stock  | 1,334                         |
| Employee Stock                             | \$ 52.63   | 03/04/2014                           |  | M                              | 1,307   | (7) 02/22/2022   | Common Stock  | 1,307                         |

Option  
(right to  
buy)

Employee  
Stock

|                             |          |            |   |       |     |            |                 |       |
|-----------------------------|----------|------------|---|-------|-----|------------|-----------------|-------|
| Option<br>(right to<br>buy) | \$ 53.82 | 03/04/2014 | M | 3,884 | (8) | 03/04/2023 | Common<br>Stock | 3,884 |
|-----------------------------|----------|------------|---|-------|-----|------------|-----------------|-------|

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |                          |       |
|---|---------------|-----------|--------------------------|-------|
|   | Director      | 10% Owner | Officer                  | Other |
| Smith Tricia D<br>C/O NORDSTROM, INC.<br>1617 SIXTH AVENUE<br>SEATTLE, WA 98101 |               |           | Executive Vice President |       |

## Signatures

|  |            |
|--|------------|
| Paula McGee, Attorney-in-Fact for Tricia D.<br>Smith | 03/05/2014 |
|--|------------|

\_\_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) Restricted stock award, vesting and exercisable in four equal annual installments commencing 3/3/2015.

The price reported represents the weighted average price. These shares were sold in multiple transactions at prices ranging from \$61.99 to \$62.019, 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.

(3) 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.

(4) Granted under the issuer's 2010 Equity Incentive Plan, exercisable in four equal installments commencing on 3/3/2015.

(5) Exercisable in four equal annual installments commencing 2/26/2011.

(6) Exercisable in four equal annual installments commencing 2/25/2012.

(7) Exercisable in four equal annual installments commencing 2/22/2013.

(8) Exercisable in four equal annual installments commencing 3/4/2014.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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