

SARI ROBERT
Form 4
September 11, 2018

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 *
SARI ROBERT

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
C/O NORDSTROM, INC., 1700
7TH AVENUE

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
09/10/2018

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Senior VP and Secretary

SEATTLE, WA 98101

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

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 | 09/10/2018 | | M | | 13,088 (1) A \$ 49.15 36,343 | D | |
| Common Stock | 09/10/2018 | | M | | 18,196 (1) A \$ 50.26 54,539 | D | |
| Common Stock | 09/10/2018 | | M | | 13,422 (1) A \$ 57.16 67,961 | D | |
| Common Stock | 09/10/2018 | | M | | 6,636 (1) A \$ 51.32 74,597 | D | |
| Common Stock | 09/10/2018 | | M | | 1,682 (1) A \$ 46.66 76,279 | D | |

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Common Stock 09/10/2018 S 53,024
(1) (2) D \$ 65.7163 23,255 D

Common Stock 1,841.102 I By 401(k) Plan, per Plan statement dated 8/31/2018.

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

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 control number.

SEC 1474
(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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title Amount or Number of Shares |
| Employee Stock Option (right to buy) | \$ 49.15 | 09/10/2018 | | M | 13,088 (1) | (3) 02/22/2022 | Common Stock 13,088 |
| Employee Stock Option (right to buy) | \$ 50.26 | 09/10/2018 | | M | 18,196 (1) | (4) 03/04/2023 | Common Stock 18,196 |
| Employee Stock Option (right to buy) | \$ 57.16 | 09/10/2018 | | M | 13,422 (1) | (5) 03/03/2024 | Common Stock 13,422 |
| Employee Stock Option (right to buy) | \$ 51.32 | 09/10/2018 | | M | 6,636 (1) | (6) 02/28/2026 | Common Stock 6,636 |

buy)

Employee

Stock

| | | | | | | | | |
|--------|----------|------------|---|---------------------|------------|------------|-----------------|-------|
| Option | \$ 46.66 | 09/10/2018 | M | 1,682 <u>(7)</u> | <u>(7)</u> | 02/28/2027 | Common Stock | 1,682 |
|--------|----------|------------|---|---------------------|------------|------------|-----------------|-------|

(right to buy)

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| SARI ROBERT C/O NORDSTROM, INC. 1700 7TH AVENUE SEATTLE, WA 98101 | | | Senior VP and Secretary | |

Signatures

Karen Ruby, Attorney-in-Fact for Robert

B. Sari 09/11/2018

 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 sale reported herein are pursuant to a 10b5-1 Trading Plan dated 8/27/2018.

The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$65.26 to \$66.21 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 this footnote.

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

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

(5) Exercisable in four equal annual installments commencing on 3/3/2015.

(6) Exercisable in four equal annual installments commencing on 3/10/2017.

(7) Exercisable in four equal annual installments commencing on 3/10/2018.

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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