

THOMAS GEEVY SK
Form 4/A
March 28, 2019

FORM 4

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

OMB APPROVAL

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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 *
THOMAS GEEVY SK

(Last) (First) (Middle)

C/O NORDSTROM, INC., 1700
7TH 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)

03/05/2019

4. If Amendment, Date Original Filed(Month/Day/Year)
03/08/2019

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

President - Nordstrom Rack

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| Common Stock | 03/05/2019 | | A | (A) or (D) Code V Amount Price A 10,135 \$ (1) 45.33 | 107,876 (2) | D | |
| Common Stock | | | | | 6,299.9998 | I | By 401(k) Plan, per Plan statement dated 2/28/2019. |

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

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SEC 1474 (9-02)

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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 Security (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| Performance Share Units | (3) | 03/05/2019 | | A | 14,883 | 03/05/2022 01/29/2022 | Common Stock 14,883 |
| Employee Stock Option (right to buy) | \$ 45.33 | 03/05/2019 | | A | 69,748 (4) | (5) 03/05/2029 | Common Stock 69,748 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|----------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| THOMAS GEEVY SK C/O NORDSTROM, INC. 1700 7TH AVENUE SEATTLE, WA 98101 | | | President - Nordstrom Rack | |

Signatures

Eunice Chung, Attorney-in-Fact for Geevy SK
Thomas
Date: 03/28/2019

**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).
- Restricted Stock Unit vesting in four equal annual installments commencing on 3/10/2020. The number of RSUs to be awarded is a function of base pay, a long-term incentive (LTI) percentage and the fair value of an RSU. The fair value of an RSU is calculated as the
- (1) stock price as of the effective date less the present value of Company stock dividends over the vesting period. This calculation requires the input of certain assumptions, including the risk-free interest rate and the expected Company stock dividends. The formula for determining the number of RSUs granted is: $\text{number of RSUs} = (\text{base pay} \times \text{LTI}\%) / \text{RSU fair value}$.
 - (2) Reflects an amended amount to correct a clerical error. 216 ESPP shares, purchased on 9/30/18, were not previously reported.
 - (3) Each Performance Share Unit (PSU) represents a contingent right to receive one share of the Company's common stock. The percentage of PSUs granted that will actually be earned at the end of the three-year period is based upon the Company's free cash flow growth,

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earnings before interest and tax (EBIT) margin percent, and market share results over that same period.

- (4) This Form 4 is being amended to report the number of options granted, calculated pursuant to a formula approved by the Compensation Committee. The number was unknown at the time of original filing.
- (5) Granted under the issuer's 2010 Equity Incentive Plan, exercisable over four years, with 50% vesting on each of March 10, 2022 and March 10, 2023.

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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