SEC Form 4

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 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940 OMB APPROVAL

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	dress of Reporting F		2. Issuer Name and Ticker or Trading Symbol NORDSTROM INC JWN		5. Relationship of Reporting Person(s) to Issuer (Check all applicable)				
NORDSTR	KOM PETER	<u>E</u>	<u></u>	X	Director	10% Owner			
NORDSTR	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year)	- x	Officer (give title below)	Other (specify below)			
C/O NORDSTROM, INC.			03/10/2020		Pres. & Chief Br	and Officer			
1617 SIXTH	AVENUE								
(Street)			4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Indi Line)	6. Individual or Joint/Group Filing (Check App Line)				
. ,	WA	98101		X	Form filed by One Re	eporting Person			
,					Form filed by More th Person	an One Reporting			
(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	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	Transaction(s) (Instr. 3 and 4)		(11150.4)
Common Stock	03/10/2020		F		5 ,088 ⁽¹⁾	D	\$27.11	2,522,521	D	
Common Stock	03/11/2020		S		18,030(2)	D	\$24.415	2,504,491	D	
Common Stock								24,530	Ι	By self as trustee for benefit of child.
Common Stock								462.7712	I	By wife 401 (k) Plan, per Plan statement dated 1/31/2020
Common Stock								33,701.2474	I	By 401(k) Plan, per Plan statement dated 1/31/2020
Common Stock								175,533	Ι	By wife.
Common Stock				1				24,530	I	By self as trustee for benefit of second child

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

			1												
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. Transa Code (8)		of Expira		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	v	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				

Explanation of Responses:

1. Represents shares withheld to satisfy the tax obligation in connection with the vesting of RSUs. The transaction is exempt pursuant to Rule 16b-3(e) of the '34 Act.

2. This sale was effective pursuant to a Rule 10b5-1 trading plan adopted by Mr. Nordstrom on 06/09/2019.

Fact for Peter E. Nordstrom

** 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.