SEC Form 4

FORM 4

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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

1. Name and Address of Reporting Person[*]	2. Issuer Name **and** Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)
LITTLE DANIEL F	**NORDSTROM INC** [JWN]	

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)

02/24/2017

4. If Amendment, Date of 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	02/24/2017		F		341	D	$46.46	62,605	D	
Common Stock	02/28/2017		A		0[(1)]	A	$0	62,605	D	
Common Stock	02/29/2016		A		5,985[(2)]	A	$0	62,605	D	
Common Stock								5,698.953	I	By 401(k) Plan, per Plan statement dated 1/31/2017.

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 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				
Employee Stock Option (right to buy)	$46.66	02/28/2017		A		0[(3)]		[(4)]	02/28/2027	Common Stock	0[(3)]	$0	0[(3)]	D	
Employee Stock Option (right to buy)	$51.32	02/29/2016		A		37,106		[(5)]	02/28/2026	Common Stock	37,106	$0	37,106	D	

Explanation of Responses:

1. Restricted Stock Award vesting in four equal annual installments commencing 3/10/2018. The number of Restricted Stock Units ("RSUs") granted are not known at this time. 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 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: number of RSUs = (base pay x LTI%) / RSU fair value. This Form 4 will be amended to report the number of RSUs granted when the number has been calculated.

2. Originally reported on 3/2/2016, the Restricted Stock Award is corrected to update the vesting to reflect four equal annual installments commencing on 3/10/2017.

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 annual installments commencing on 3/10/2018.

5. Originally reported on 3/2/2016, the option is corrected to update the vesting to reflect four equal annual installments commencing on 3/10/2017.

Remarks:

Paula McGee, Attorney-in-Fact for Daniel F. Little   02/28/2017

** 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).