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

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1. Name and Addr Howell Jame	ess of Reporting Pe <u>es A</u>	rson*	2. Issuer Name and Ticker or Trading Symbol <u>NORDSTROM INC</u> [JWN]		tionship of Reporting Per all applicable) Director Officer (give title	rson(s) to Issuer 10% Owner Other (specify	
(Last) C/O NORDST 1700 SEVENT		(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 02/24/2017		below) Vice Presid	below) dent	
(Street) SEATTLE (City)	WA (State)	98101 (Zip)	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Indiv Line) X	idual or Joint/Group Filing (Check Applicab 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)					5. Amount of Securities Beneficially Owned Following Reported	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership		
			Code	v	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)		(Instr. 4)		
Common Stock	02/24/2017		F		141	D	\$46.46	21,956	D			
Common Stock	02/28/2017		A		0 ⁽¹⁾	A	\$ <mark>0</mark>	21,956	D			
Common Stock	02/29/2016		A		1,762(2)	A	\$ <mark>0</mark>	21,956	D			
Common Stock								6,810.048	I	By 401(k) Plan, per statement dated 1/31/2017.		

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)	Code (saction e (Instr. 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	<mark>0</mark> (3)	\$0	0 ⁽³⁾	D	
Employee Stock Option (right to buy)	\$51.32	02/29/2016		А		10,974		(5)	02/28/2026	Common Stock	10,974	\$0	10,974	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 02/28/2017

Date

for James A. Howell ** Signature of Reporting Person

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.