## 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										
OMB Number:	3235-0287									
Estimated average burden										
hours per response:	0.5									

1. Name and Address of Reporting Person* <u>LITTLE DANIEL F</u>			2. Issuer Name and Ticker or Trading Symbol <u>NORDSTROM INC</u> [ JWN ]		tionship of Reporting Pers all applicable) Director Officer (give title	son(s) to Issuer 10% Owner Other (specify		
(Last) C/O NORDST 1617 SIXTH A	1	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 02/17/2012		below) below) below) Executive Vice President			
(Street) SEATTLE	et)		<ul> <li>4. If Amendment, Date of Original Filed (Month/Day/Year) 02/22/2012</li> </ul>	6. Indiv Line) X	ividual or Joint/Group Filing (Check Applicable Form filed by One Reporting Person Form filed by More than One Reporting Person			
(City)	(State)	(Zip)	ivative Securities Acquired, Disposed of, or Benefi	cially (	Jwned			

#### 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. Transa Code ( 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								38,127	D	
Common Stock								4,552.4	I	By 401(k) Plan, per Plan statement dated 2/29/12

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

	(0.3, parts, carrier, opriorier, correctings coordinates)														
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)		Derivative				nd 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	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		Transaction(s) (Instr. 4)		
Employee Stock Option (right to buy)	\$52.63	02/22/2012		A		36,765 <sup>(1)(2)</sup>		(3)	02/22/2022	Common Stock	36,765	\$0	36,765	D	

**Explanation of Responses:** 

1. This Form 4 is being amended to report the number of options granted, which was unknown at the time of the original filing on 2/22/12, pursuant to a formula approved by the Compensation Committee 2. 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.

3. Granted under the issuer's 2010 Equity Incentive Plan, exercisable in four equal annual installments commencing on 2/22/2013.

**Remarks:** 



\*\* 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.