# UNITED STATES SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

## FORM 8-K

### **CURRENT REPORT**

PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

DATE OF REPORT (DATE OF EARLIEST EVENT REPORTED) July 12, 2010

# NORDSTROM, INC.

(EXACT NAME OF REGISTRANT AS SPECIFIED IN ITS CHARTER)

WASHINGTON (STATE OR OTHER JURISDICTION OF INCORPORATION) 001-15059 (COMMISSION FILE NUMBER) 91-0515058 (I.R.S. EMPLOYER IDENTIFICATION NO.)

1617 SIXTH AVENUE, SEATTLE, WASHINGTON (ADDRESS OF PRINCIPAL EXECUTIVE OFFICES) 98101 (ZIP CODE)

**REGISTRANT'S TELEPHONE NUMBER, INCLUDING AREA CODE (206) 628-2111** 

INAPPLICABLE

(FORMER NAME OR FORMER ADDRESS IF CHANGED SINCE LAST REPORT)

Check the appropriate box below if the Form 8-K is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

□ Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

□ Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

Dere-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

Dere-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

#### ITEM 8.01 OTHER EVENTS.

The Company is filing this Current Report on Form 8-K to provide copies of legal opinions issued in connection with the prior registration and issuance of \$400 million in aggregate principal amount of 6.75% Notes due 2014 and \$500 million in aggregate principal amount of 4.75% Notes due 2020.

#### ITEM 9.01 FINANCIAL STATEMENTS AND EXHIBITS.

Exhibits are filed herewith in connection with the Registration Statement on Form S-3 (File No 333-147664) filed by Nordstrom, Inc. with the Securities and Exchange Commission on November 28, 2007. This Current Report is being filed in connection with the offer and sale of the Notes and to file with the Securities an Exchange Commission the documents and instruments attached hereto as exhibits.

(d) Exhibits

| Exhibit<br>Number | Description  |  |
|-------------------|--|--|
| 5.1               | Legal Opinion of Lane Powell PC related to the issuance and sale of 6.75% Notes due 2014 |  |
| 5.2               | Legal Opinion of Lane Powell PC related to the issuance and sale of 4.75% Notes due 2020 |  |

#### SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

#### NORDSTROM, INC.

By:

/S/ ROBERT B. SARI

Robert B. Sari Executive Vice President, General Counsel and Corporate Secretary

Dated: July 12, 2010.

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## EXHIBIT INDEX

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| 5.1               | Legal Opinion of Lane Powell PC related to the issuance and sale of 6.75% Notes due 2014 |
| 5.2               | Legal Opinion of Lane Powell PC related to the issuance and sale of 4.75% Notes due 2020 |

Exhibit 5.1

Nordstrom, Inc. 1700 Seventh Avenue, 7th Floor Seattle, Washington 98101

#### Re: 6.75% Notes due June 2014 Registration Statement on Form S-3 Registration No. 333-147664

#### Ladies & Gentlemen:

We acted as counsel to Nordstrom, Inc., a Washington corporation (the "<u>Company</u>") in connection with the above-captioned registration statement (such registration statement, together with the exhibits and any amendments thereto, the "<u>Registration Statement</u>") filed by the Company with the Securities and Exchange Commission (the "<u>Commission</u>") under the Securities Act of 1933, as amended (the "<u>Act</u>") on November 28, 2007 in connection with the registration and issuance by the Company of an unlimited dollar amount of debt securities pursuant to an Indenture dated as of December 3, 2007 (the "Indenture") between the Company and Wells Fargo Bank, N.A. (the "<u>Trustee</u>"). Commencing on May 20, 2009, the Company offered up to \$400 million in aggregate principal amount of 6.75% notes due 2014 (the "<u>Notes</u>"). The Notes were offered and sold pursuant to the base prospectus dated November 28, 2007 (the "<u>Base Prospectus</u>"), the prospectus supplement dated May 20, 2009 (the "<u>Final Prospectus</u>") and the final prospectus supplement dated May 20, 2009 (the "<u>Final Prospectus</u>"), filed with the Commission pursuant to Rule 424(b) under the Act.

In connection with this opinion, we have examined and relied upon originals or copies, certified or otherwise identified to our satisfaction, of the organizational documents of the Company, the Indenture, the form of the Notes and such other documents records, certificates of public officials and other instruments as we have deemed necessary or advisable for purposes of this opinion. In addition, we have assumed that the Notes were delivered and sold as contemplated by the Prospectus.

This opinion is limited to the federal laws of the United States and the laws of the State of Washington, and we do not express any opinion concerning any other law.

Based upon and subject to the foregoing, we are of the opinion that the Notes, once delivered and sold as contemplated by the Prospectus, became valid and legally binding obligations of the Company, enforceable against the Company in accordance with their terms, except that such enforceability may be limited by applicable bankruptcy, insolvency, reorganization, fraudulent conveyance, moratorium, receivership, conservatorship and similar laws relating to or affecting creditors' rights generally from time to time in effect and by equitable principles of general applicability.

Nordstrom, Inc. July 12, 2010 Page 2

We hereby consent to the filing of this opinion as an exhibit to the Registration Statement and to the references to Lane Powell PC in the Prospectus. We do not admit that by giving this consent that we are in the category of persons whose consent is required under Section 7 of the Act.

Very truly yours,

/S/ LANE POWELL PC

LANE POWELL PC

Exhibit 5.2

Nordstrom, Inc. 1700 Seventh Avenue, 7th Floor Seattle, Washington 98101

#### Re: 4.75% Notes due May 2020 Registration Statement on Form S-3 Registration No. 333-147664

#### Ladies & Gentlemen:

We acted as counsel to Nordstrom, Inc., a Washington corporation (the "<u>Company</u>") in connection with the above-captioned registration statement (such registration statement, together with the exhibits and any amendments thereto, the "<u>Registration Statement</u>") filed by the Company with the Securities and Exchange Commission (the "<u>Commission</u>") under the Securities Act of 1933, as amended (the "<u>Act</u>") on November 28, 2007 in connection with the registration and issuance by the Company of an unlimited dollar amount of debt securities pursuant to an Indenture dated as of December 3, 2007 (the "Indenture") between the Company and Wells Fargo Bank, N.A. (the "<u>Trustee</u>"). Commencing on April 20, 2010, the Company offered up to \$500 million in aggregate principal amount of 4.75% notes due 2020 (the "<u>Notes</u>"). The Notes were offered and sold pursuant to the base prospectus dated November 28, 2007 (the "<u>Base</u> <u>Prospectus</u>"), the prospectus supplement dated April 20, 2010 (the "<u>Final Prospectus</u>") and the final prospectus supplement dated April 20, 2010 (the "<u>Final Prospectus</u>"), filed with the Commission pursuant to Rule 424(b) under the Act.

In connection with this opinion, we have examined and relied upon originals or copies, certified or otherwise identified to our satisfaction, of the organizational documents of the Company, the Indenture, the form of the Notes and such other documents records, certificates of public officials and other instruments as we have deemed necessary or advisable for purposes of this opinion. In addition, we have assumed that the Notes were delivered and sold as contemplated by the Prospectus.

This opinion is limited to the federal laws of the United States and the laws of the State of Washington, and we do not express any opinion concerning any other law.

Based upon and subject to the foregoing, we are of the opinion that the Notes, once delivered and sold as contemplated by the Prospectus, became valid and legally binding obligations of the Company, enforceable against the Company in accordance with their terms, except that such enforceability may be limited by applicable bankruptcy, insolvency, reorganization, fraudulent conveyance, moratorium, receivership, conservatorship and similar laws relating to or affecting creditors' rights generally from time to time in effect and by equitable principles of general applicability.

Nordstrom, Inc. July 12, 2010 Page 2

We hereby consent to the filing of this opinion as an exhibit to the Registration Statement and to the references to Lane Powell PC in the Prospectus. We do not admit that by giving this consent that we are in the category of persons whose consent is required under Section 7 of the Act.

Very truly yours,

/S/ LANE POWELL PC

LANE POWELL PC