SEC Form 4

FORM 4

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

OMB APPROVAL

OMB Number:	3235-0287
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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)
Deputy Christine	**NORDSTROM INC** [JWN]	Director 10% Owner X Officer (give title below) Other (specify below) **Executive Vice President**

(Last)   (First)   (Middle)

C/O NORDSTROM, INC.
1617 SIXTH AVENUE

(Street)

SEATTLE   WA   98101

(City)   (State)   (Zip)

3. Date of Earliest Transaction (Month/Day/Year)
08/24/2015

4. If Amendment, Date of Original Filed (Month/Day/Year)

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	08/24/2015		A		0[1]	A	$0	0	D	
Common Stock	08/24/2015		A		0[2]	A	$0	0	D	
Common Stock	08/24/2015		A		0[3]	A	$0	0	D	

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)	$72.11	08/24/2015		A		0[4]		[5]	08/24/2025	Common Stock	0[4]	$0	0[4]	D	

Explanation of Responses:

1. Restricted Stock Award vesting in four equal annual installments commencing 8/24/2016. The number of Restricted Stock Units ("RSUs") granted are not known at this time. The number of RSUs to be awarded to each individual 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. Restricted Stock Award vesting in five equal annual installments commencing August 24, 2016. 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 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 = ($ value of grant) / RSU fair value. This Form 4 will be amended to report the number of RSUs granted when the number has been calculated.

3. Restricted Stock Award vesting in three equal annual installments commencing 8/24/2016. The number of Restricted Stock Units ("RSUs") granted are not known at this time. The number of RSUs awarded is a function of the dollar value of the grant 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 = ($ value of grant) / RSU fair value. This Form 4 will be amended to report the number of RSUs granted when the number has been calculated.

4. 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.

5. Granted under the issuer's 2010 Equity Incentive Plan, exercisable in four equal annual installments commencing on 8/24/2016.

Remarks:

Paula McGee, Attorney-in-Fact for Christine Deputy   08/26/2015

** Signature of Reporting Person   Date