SEC Form 4

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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

	ROVAL								
OMB Number:	3235-0287								
Estimated average burden									
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1. Name and Addr	1 0		2. Issuer Name and Ticker or Trading Symbol NORDSTROM INC [JWN]		ationship of Reporting Pe k all applicable)	erson(s) to Issuer			
NORDSTRO	JM BLAKE	<u>. VV</u>	[• · · • ·]	X	Director	10% Owner			
			—	x	Officer (give title	Other (specify			
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year)		below)	below)			
C/O NORDSTROM, INC. 1617 SIXTH AVENUE			02/27/2017		President				
1617 SIXTH A	VENUE								
(Street)			4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Indi Line)	vidual or Joint/Group Fili	ng (Check Applicable			
SEATTLE	WA	98101		X	Form filed by One Re	porting Person			
					Form filed by More th Person	an One Reporting			
(Citv)	(State)	(Zin)							

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	3) 2. Transaction Date (Month/Day/Year) 2A. Deemed Execution Date, (Month/Day/Year) 3. Transaction (Month/Day/Year) 3. Transaction Code (Instr. 8) 4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5) Disposed Of (D) (Instr. 3, 4 and 5)					7. Nature of Indirect Beneficial Ownership (Instr. 4)				
			Code	v	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)		. ,
Common Stock	02/27/2017		S		100(1)	D	\$46.2	2,115,346	D	
Common Stock	02/27/2017		S		1,458(1)(2)	D	\$47.5871	2,113,888	D	
Common Stock	02/28/2017		A		0 ⁽³⁾	A	\$ <mark>0</mark>	2,113,888	D	
Common Stock	02/29/2016		A		13,190 ⁽⁴⁾	Α	\$ <mark>0</mark>	2,113,888	D	
Common Stock								89,833.307	Ι	By 401(k) Plan, per Plan statement dated 1/31/2017.
Common Stock								377,626	I	By wife.
Common Stock								32,794	I	By self as trustee for benefit of child

 Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned

 (e.g., puts, calls, warrants, options, convertible securities)

	(c.g., puts, cans, warrants, options, conventible 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. Transa Code (8)		n of		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 ⁽⁵⁾		(6)	02/28/2027	Common Stock	<mark>0</mark> (5)	\$0	0 ⁽⁵⁾	D	
Employee Stock Option (right to buy)	\$51.32	02/29/2016		Α		82,141		(7)	02/28/2026	Common Stock	82,141	\$0	82,141	D	

Explanation of Responses:

1. The sale reported herein is pursuant to a 10b5-a Trading Plan entered into on 8/29/2016.

2. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$47.30 to \$47.99, inclusive. The reporting person undertakes to provide to Nordstrom, Inc., any security holder of Nordstrom, Inc., or the staff of the Securities and Exchange Comission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in this footnote.

3. 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. 4. 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.

5. 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.

6. Granted under the issuer's 2010 Equity Incentive Plan, exercisable in four equal annual installments commencing on 3/10/2018.

7. 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

for Blake W. Nordstrom

** 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.