SEC Form 5

FORM 5

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Form 3 Holdings Reported.

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL

OMB Number: 3235-0362 Estimated average burden hours per response: 1.0

| 0 | • • | | | | | | | | | | | | |
|--|------------------------------------|----------|--|-------------------|--|-----------------------|--|--|--|--|--|--|--|
| Form 4 Transa | actions Reported. | | Filed pursuant to Section 16(a) of the Securities Exchange Act of 193- or Section 30(h) of the Investment Company Act of 1940 | | | | | | | | | | |
| 1. Name and Add <u>NORDSTR</u> | ress of Reporting <u>OM JOHN I</u> | | 2. Issuer Name and Ticker or Trading Symbol <u>NORDSTROM INC</u> [JWN] | | ationship of Reporting Pe k all applicable) Director | 10% Owner | | | | | | | |
| (Last) (First) (Middle) C/O NORDSTROM, INC. | | (Middle) | 3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year) 01/29/2005 | | Officer (give title below) | Other (specify below) | | | | | | | |
| 1617 SIXTH A | AVENUE | | 4. If Amendment, Date of Original Filed (Month/Day/Year) | 6. Indiv Line) | vidual or Joint/Group Fili | ng (Check Applicable | | | | | | | |
| (Street) | | | | X | Form filed by One Re | porting Person | | | | | | | |
| SEATTLE | WA | 98101 | | | Form filed by More th Person | an One Reporting | | | | | | | |
| (City) | (State) | (Zip) | | | | | | | | | | | |

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 Acq Of (D) (Instr. 3, 4 | | or Disposed | 5. Amount of Securities Beneficially Owned at end of | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--|---|---|--|---------------|-------------|---|---|---|
| | | | | Amount | (A) or (D) | Price | Issuer's Fiscal Year (Instr. 3 and 4) | | |
| Common Stock | 05/26/2004 | | G | 27,500 | D | \$0 | 612,185 | D | |
| Common Stock | | | | | | | 162,294 | Ι | See ⁽¹⁾ |
| Common Stock | | | | | | | 2,006 | Ι | See ⁽²⁾ |
| Common Stock | | | | | | | 2,006 | Ι | See ⁽³⁾ |
| Common Stock | | | | | | | 1,449,805 | Ι | See ⁽⁴⁾ |

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 Expiration Date Derivative Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | | Amoun Securit Underly Derivat | 7. Title and 8 Amount of 1 Securities 9 Underlying (Derivative Security (Instr. 3 and 4) | | 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) | | |
|---|---|--|---|---|--|-----|--|---|-------|--|--|--|--|--|
| | | | | | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | | | |

Explanation of Responses:

1. By wife.

2. By Mr. Nordstrom as trustee for the benefit of Beck Thomas Nordstrom.

3. By Mr. Nordstrom as trustee for the benefit of Haley K. Nordstrom.

4. By the John N. Nordstrom Interests L.P. ("JNN LP"), a limited partnership of which Mr. Nordstrom is a general partner. Mr. Nordstrom disclaims beneficial ownership of shares held by the JNN LP except to the extent of his pecuniary interest.

Remarks:

/s/ Duane E. Adams, Attorneyin-Fact for John N. Nordstrom 02/01/2005

** 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.