

NORDSTROM INC
Form 4
December 14, 2016

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

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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 OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
LITTLE DANIEL F

(Last) (First) (Middle)

C/O NORDSTROM, INC., 1617
SIXTH AVENUE

(Street)

SEATTLE, WA 98101

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
NORDSTROM INC [JWN]

3. Date of Earliest Transaction
(Month/Day/Year)
12/12/2016

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Executive Vice President

6. Individual or Joint/Group Filing(Check Applicable Line)
 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	12/12/2016		M	11,104 ⁽¹⁾ A \$ 35.51	74,050	D	
Common Stock	12/12/2016		M	8,600 ⁽¹⁾ A \$ 12.58	82,650	D	
Common Stock	12/12/2016		S	6,100 ⁽¹⁾ D \$ 59 ⁽²⁾	76,550	D	
Common Stock	12/12/2016		S	13,604 ⁽¹⁾ D \$ 59.9027 ⁽³⁾	62,946	D	
Common Stock					5,656.535	I	By 401(k) Plan, per

Plan statement dated 11/30/2016

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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 control number.

SEC 1474 (9-02)

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 Underlying Security (Instr. 3 and 4)	8. Amount or Number of Shares
Employee Stock Option (right to buy)	\$ 35.51	12/12/2016		M	11,104 (1) (4)	(5) 02/27/2018	Common Stock	11,104
Employee Stock Option (right to buy)	\$ 12.58	12/12/2016		M	8,600 (1) (6)	(7) 02/27/2019	Common Stock	8,600
Stock Units	(8)	12/13/2016		A	168.54 (9)	(10) (10)	Common Stock	168.54

Reporting Owners

Reporting Owner Name / Address	Relationships
LITTLE DANIEL F C/O NORDSTROM, INC. 1617 SIXTH AVENUE SEATTLE, WA 98101	Director 10% Owner Officer Other Executive Vice President

Signatures

Paula McGee, Attorney-in-Fact for Daniel F.
Little

12/14/2016

__Signature of Reporting Person

Date

Explanation of Responses:

- * 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).
- (1) The option exercise and sales reported herein are pursuant to a 10b5-1 Trading Plan entered into on 11/28/2016.
The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$58.46 to \$59.41, inclusive. The reporting person undertakes to provide to Nordstrom, Inc., any security holder of Nordstrom, Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in this footnote.
- (2) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$59.49 to \$60.36, inclusive. The reporting person undertakes to provide to Nordstrom, Inc., any security holder of Nordstrom, Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in this footnote.
- (3) This option was originally reported as an option grant for 31,108 shares of common stock at an exercise price of \$38.02 per share. The number of options and the exercise price were subsequently adjusted, pursuant to the terms of the 2004 Equity Incentive Plan, to reflect the effect of a proportional adjustment made in relation to a special dividend declared on October 1, 2015.
- (4) Exercisable in four equal annual installments commencing 2/28/2009.
This option was originally reported as an option grant for 71,297 shares of common stock at an exercise price of \$13.47 per share. The number of options and the exercise price were subsequently adjusted, pursuant to the terms of the 2004 Equity Incentive Plan, to reflect the effect of a proportional adjustment made in relation to a special dividend declared on October 1, 2015.
- (5) Exercisable in four equal annual installments commencing 2/27/2010.
- (6) 1 for 1
- (7) Stock unit dividend paid on performance share units that were deferred at the election of the reporting person under the Executive Deferred Compensation Plan.
- (8) The stock units are convertible into issuer's common stock and payable upon the occurrence of certain events, including the reporting person's retirement from the issuer.
- (9)
- (10)

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.