

NORDSTROM INC
Form 4
December 10, 2014

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)
12/09/2014

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 or Price | | | | | |
| Common Stock | 12/09/2014 | | M | | 2,375 (1) | A | \$ 26.01 | 44,780 (2) | D | |
| Common Stock | 12/09/2014 | | M | | 3,500 (1) | A | \$ 40.27 | 48,280 | D | |
| Common Stock | 12/09/2014 | | M | | 5,500 (1) | A | \$ 13.47 | 53,780 | D | |
| Common Stock | 12/09/2014 | | S | | 11,375 (1) | D | \$ 74 | 42,405 | D | |
| Common Stock | | | | | | | | 4,935.36 | I | By 401(k) Plan, per Plan |

statement
dated
11/30/2014.

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

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(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 Securities (Instr. 3 and 4) | 8. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Employee Stock Option (right to buy) | \$ 26.01 | 12/09/2014 | | M | 2,375 (1) | (3) 02/23/2015 | Common Stock | 2,375 |
| Employee Stock Option (right to buy) | \$ 40.27 | 12/09/2014 | | M | 3,500 (1) | (4) 02/23/2016 | Common Stock | 3,500 |
| Employee Stock Option (right to buy) | \$ 13.47 | 12/09/2014 | | M | 5,500 (1) | (5) 02/27/2019 | Common Stock | 5,500 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | |
|--|---------------|-----------|--------------------------|
| | Director | 10% Owner | Officer |
| LITTLE DANIEL F C/O NORDSTROM, INC. | | | Executive Vice President |

1617 SIXTH AVENUE
SEATTLE, WA 98101

Signatures

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

Little

12/10/2014

__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 11/25/2014.

(2) Includes 93 shares acquired on September 30, 2014 under the Employee Stock Purchase Plan.

(3) Exercisable in four equal annual installments commencing on 2/23/2006.

(4) Exercisable in four equal annual installments commencing on 2/22/2007.

(5) Exercisable in four equal annual installments commencing on 2/27/2010.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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