

NORDSTROM BLAKE W
Form 4
September 21, 2018

FORM 4

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

OMB APPROVAL

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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 *
NORDSTROM BLAKE W

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
C/O NORDSTROM, INC., 1617
SIXTH AVENUE

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
09/20/2018

Director 10% Owner
 Officer (give title below) Other (specify below)
Co-President

SEATTLE, WA 98101

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(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 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 | 09/20/2018 | | M | | 127,251 (1) (2) | A | \$ 12.58 2,519,436 D |
| Common Stock | 09/20/2018 | | S | | 74,928 (1) | D | \$ 61.1618 2,444,508 D (4) |
| Common Stock | 09/20/2018 | | S | | 49,873 (1) | D | \$ 61.96 2,394,635 D (5) |
| Common Stock | 09/20/2018 | | S | | 2,150 (1) | D | \$ 63.1 2,392,485 D (6) |
| Common Stock | 09/20/2018 | | S | | 300 (1) | D | \$ 63.75 2,392,185 D |

| | | | |
|--------------|-------------|---|---|
| Common Stock | 94,457.7489 | I | By 401(k) Plan, per Plan statement dated 8/31/2018. |
| Common Stock | 410,420 | I | By wife |

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) | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------|----------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount Number Shares |
| Employee Stock Option (right to buy) | \$ 12.58 <u>(1)</u> | 09/20/2018 | | M | 127,251 <u>(2)</u> | <u>(3)</u> 02/27/2019 | Common Stock | 127,25 | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|--------------|-------|
| | Director | 10% Owner | Officer | Other |
| NORDSTROM BLAKE W C/O NORDSTROM, INC. 1617 SIXTH AVENUE SEATTLE, WA 98101 | X | | Co-President | |

Signatures

Kaj Trapp, Attorney-in-Fact for Blake W. Nordstrom
09/21/2018

**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 9/4/2018.

This option was previously reported as an option for 118,828 shares of common stock at an exercise price of \$12.58 per share. The

(2) number of options was subsequently adjusted, pursuant to a special dividend adjustment on October 6, 2015, to reflect an additional option of 8,423 shares of common stock at the same price.

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

The price reported represents the weighted average price. These shares were sold in multiple transactions at prices ranging from \$60.73 to

(4) \$61.725, 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 to this Form 4.

The price reported represents the weighted average price. These shares were sold in multiple transactions at prices ranging from \$61.73 to

(5) \$62.70, 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 to this Form 4.

The price reported represents the weighted average price. These shares were sold in multiple transactions at prices ranging from \$62.73 to

(6) \$62.70, 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 to this Form 4.

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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