

ONEAL JAMES R
Form 4
February 23, 2006

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 *
ONEAL JAMES R

(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)
02/22/2006

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | Code V | Amount (D) Price | | | |
| Common Stock | 02/22/2006 | | A | 18,735 (1) | \$ 0 | D | |
| Common Stock | | | | | 7,599 | I | By 401(k) Plan, per Plan statement dated 1/31/06 |
| Common Stock | | | | | 5,751 (2) | I | By wife |
| | | | | | 1,923 | I | |

Common
Stock

By wife in
401(k)
Plan, per
Plan
statement
dated
1/31/06

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 or Number of Shares |
| Employee Stock Option (right to buy) | \$ 40.27 | 02/22/2006 | | A | 22,495 | (3) 02/22/2016 | 02/22/2016 | Common Stock | 22,495 |
| Employee Stock Option (right to buy) | \$ 40.27 | 02/22/2006 | | S | 4,902 | (3) 02/22/2016 | 02/22/2016 | Common Stock | 4,902 |

Reporting Owners

| Reporting Owner Name / Address | Relationships |
|--|--|
| ONEAL JAMES R C/O NORDSTROM, INC. 1617 SIXTH AVENUE SEATTLE, WA 98101 | Director 10% Owner Officer Executive Vice President |

Signatures

/s/ Duane E. Adams, Attorney-in-Fact for James R.
O'Neal

02/23/2006

__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).

Settlement of Performance Rights which were awarded by the Board's Compensation Committee on 2/18/03 pursuant to the Nordstorm, Inc. 1997 Stock Option Plan. The Performance Rights vested on 2/22/06, based on the Compensation Committee's determination that the applicable performance criteria had been met as of 1/31/06.

(2) Includes 687 shares acquired on 9/30/03 under the Employee Stock Purchase Plan, (adjusted to 1,374 shares after the 6/30/05 two-for-one stock split).

(3) Granted under the issuer's 2004 Equity Incentive Plan, exercisable in four equal annual installments commencing on 2/22/07.

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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