

NORDSTROM PETER E

Form 4

July 10, 2018

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
NORDSTROM PETER E

(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)
07/09/2018

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)
Co-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 (1)	(A) or (D)	Price	
Common Stock	07/09/2018		M		118,161 (1)	A	\$ 12.58	2,525,740 D
Common Stock	07/09/2018		S		103,961 (1)	D	\$ 53.1634 (2)	2,421,779 D
Common Stock	07/09/2018		S		14,200 (1)	D	\$ 54.0344 (3)	2,407,579 D
Common Stock								31,734.653 I

By 401 (k)
Plan, per
Plan

						statement dated 6/30/2018.
Common Stock		175,533	I			By wife.
Common Stock		439.029	I			By 401 (k) Plan, per Plan statement dated 6/30/2018.
Common Stock		24,530	I			By self as trustee for benefit of child.
Common Stock		24,530	I			By self as trustee for benefit of child.

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 (1)	07/09/2018		M	118,161	(4) 02/27/2019	Common Stock 118,16

Reporting Owners

Reporting Owner Name / Address Relationships

Reporting Owners

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Director 10% Owner Officer Other

NORDSTROM PETER E
C/O NORDSTROM, INC.
1617 SIXTH AVENUE
SEATTLE, WA 98101

X

Co-President

Signatures

Karen Ruby, Attorney-in-Fact for Peter E.
Nordstrom

07/10/2018

__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 sale reported herein are pursuant to a 10b5-1 Trading Plan entered into on 6/10/2018.

(2) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$53.00 to \$53.85, 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) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$54.00 to \$54.11, 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.

(4) Exercisable in four equal annual installments commencing 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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