

NORDSTROM INC
Form 4
December 15, 2016

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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 *
THOMAS GEEVY SK

(Last) (First) (Middle)

**C/O NORDSTROM, INC., 1700
7TH 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)
12/13/2016

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 Ownership (Instr. 4)
			Code	V	Amount (A) or (D) Price		
Common Stock	12/13/2016		M		10,693 (1) (2) \$ 50.09	D	
Common Stock	12/13/2016		M		14,559 (1) (4) \$ 35.51	D	
Common Stock	12/13/2016		M		15,865 (1) (5) \$ 34.5	D	
Common Stock	12/13/2016		M		18,078 (1) (6) \$ 42.48	D	
Common Stock	12/13/2016		S		38,833 (1) \$ 57.96	D	

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Common Stock	12/13/2016	S	<u>20,362</u> (1)	D	\$ <u>58.42</u> (8)	60,396	D
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Common Stock						18,385.356	I	By 401(k) Plan, per Plan statement dated 11/30/2016.
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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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 Securities (Instr. 3 and 4)	Amount or Number of Shares
				Code	V (A) (D)	Date Exercisable Expiration Date	Title	
Employee Stock Option (right to buy)	\$ 50.09	12/13/2016		M	10,693 (1) (2)	(9) 03/01/2017	Common Stock	10,693
Employee Stock Option (right to buy)	\$ 35.51	12/13/2016		M	14,559 (1) (4)	(10) 02/27/2018	Common Stock	14,559
Employee Stock Option (right to buy)	\$ 34.5	12/13/2016		M	15,865 (1) (5)	(11) 02/26/2020	Common Stock	15,865
Employee Stock Option	\$ 42.48	12/13/2016		M	18,078 (1) (6)	(12) 02/25/2021	Common Stock	18,078

(right to
buy)

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
THOMAS GEEVY SK C/O NORDSTROM, INC. 1700 7TH AVENUE SEATTLE, WA 98101	Executive Vice President

Signatures

Paula McGee, Attorney-in-Fact for Geevy S. K.
Thomas 12/15/2016

__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.
This option was originally reported as an option grant for 9,986 shares of common stock at an exercise price of \$53.63 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.
- (2) Includes 263 shares acquired on 9/30/2016 under the Employee Stock Purchase Plan.
This option was originally reported as an option grant for 13,596 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.
- (3) This option was originally reported as an option grant for 18,815 shares of common stock at an exercise price of \$36.94 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) This option was originally reported as an option grant for 16,882 shares of common stock at an exercise price of \$45.49 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) The price reported represents the weighted average price. These shares were sold in multiple transactions at prices ranging from \$57.26 to \$58.25, 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.
- (6) The price reported represents the weighted average price. These shares were sold in multiple transactions at prices ranging from \$58.26 to \$58.645, 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.
- (7) Exercisable in four equal annual installments commencing on 3/1/2008.
- (8) Exercisable in four equal annual installments commencing on 2/28/2009.
- (9) Exercisable in four equal annual installments commencing on 2/26/2011.
- (10) Exercisable in four equal annual installments commencing on 2/25/2012.

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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