

NORDSTROM INC
Form 4
January 04, 2017

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 BRUCE A

(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)
12/30/2016

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___X___ 10% Owner
___ Officer (give title below) ___ Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)
X 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 | 12/30/2016 | | A | 500 ⁽¹⁾ A \$ 47.93 | 6,199,062 | D | |
| Common Stock | | | | | 1,500,000 | I | See ⁽²⁾ |
| Common Stock | | | | | 1,562,000 | I | See ⁽³⁾ |
| Common Stock | | | | | 1,438,308 | I | See ⁽⁴⁾ |
| Common Stock | | | | | 6,935,360 | I | See ⁽⁵⁾ |

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| | | | |
|--------------|-----------|---|----------------|
| Common Stock | 1,555,200 | I | See <u>(6)</u> |
| Common Stock | 5,501,520 | I | See <u>(7)</u> |
| Common Stock | 261,776 | I | By wife |

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number. 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) | 8. Price of Derivative Security (Instr. 5) | 9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
| | | | | | | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| | | | | | | Code | V (A) (D) | | |

Reporting Owners

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

Signatures

Paula McGee, Attorney-in-Fact for Bruce A. Nordstrom

01/04/2017

__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) Annual distribution under the Nordstrom Inc. Directors Deferred Compensation Plan.

(2) By self as trustee for my benefit under the Bruce A. Nordstrom June 2016 2-Year GRAT.

(3) By self as trustee for my benefit under the Bruce A. Nordstrom 2015 2-Year GRAT.

(4) By self as trustee for my benefit under the Bruce A. Nordstrom 2014 2-Year GRAT.

(5) By self as trustee for my benefit and the benefit of my children under the Frances Nordstrom Trust.

(6) By self as trustee for my benefit and the benefit of my children under the 1976 Bruce A. Nordstrom Trust.

By self as co-trustee for the benefit of my sister, Anne G. Gittinger, with respect to 5,501,520 shares in the Everett Nordstrom Trust. The amount shown does not include my nominal interest in 743,420 shares held in trust for the benefit of Susan Dunn, my niece, and for

(7) which I am a co-trustee. I am a contingent remainderman with respect to both trusts, but disclaim beneficial ownership of the securities held within these trusts. This report shall not be deemed an admission that I am the beneficial owner of the securities held within the trusts for purposes of Section 16 or for any other purpose.

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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