

Nordstrom James F JR
 Form 4
 July 06, 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 James F JR

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)
 07/05/2018

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 President, Stores

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 (A) or (D) Price | | | |
| Common Stock | 07/05/2018 | | M | 2,874 (1) A \$ 42.48 | 469,116 | D | |
| Common Stock | 07/05/2018 | | S | 2,874 (1) (2) D \$ 52.5095 | 466,242 | D | |
| Common Stock | | | | | 5,533.425 | I | By 401(k) Plan, per Plan statement dated 6/30/2018. |
| | | | | | 429 | I | By wife |

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| | | | | | | | | | |
|--------------|--|--|--|--|-----------|---|--|--|---|
| Common Stock | | | | | | | | | |
| Common Stock | | | | | 1,844.928 | I | | | By wife in 401(k) Plan, per Plan statement dated 6/30/2018. |
| Common Stock | | | | | 250,000 | I | | | See ⁽³⁾ |
| Common Stock | | | | | 24,592 | I | | | By self as trustee for benefit of child |
| Common Stock | | | | | 24,592 | I | | | By self as trustee for benefit of child |
| Common Stock | | | | | 24,593 | 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.

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.

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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) | 8. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Employee Stock | \$ 42.48 | 07/05/2018 | | M | 2,874 <u>(1)</u> | <u>(4)</u> 02/25/2021 | Common Stock | 2,874 |

Option
(right to
buy)

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Nordstrom James F JR C/O NORDSTROM, INC. 1617 SIXTH AVENUE SEATTLE, WA 98101 | | | President, Stores | |

Signatures

| | |
|---|------------|
| /s/ Karen Ruby, Attorney-in-Fact for James F. Nordstrom, Jr. | 07/06/2018 |
| __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 6/25/2018.
The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$52.50 to \$52.54, 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) By self as trustee for my benefit and the benefit of my children under the James F. Nordstrom, Jr. 2017 Annuity Trust.
 - (4) 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. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.