

NORDSTROM ERIK B
Form 4
October 05, 2011

FORM 4

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

OMB APPROVAL

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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 *
NORDSTROM ERIK B

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)
10/04/2011

Director 10% Owner
 Officer (give title below) Other (specify below)
Executive Vice President

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount or (D) Price | | |
| Common Stock | 10/04/2011 | | M | | 15,615 (1) \$ 12.68 | A | 1,913,124 D |
| Common Stock | 10/04/2011 | | M | | 31,148 (1) \$ 8.85 | A | 1,944,272 D |
| Common Stock | 10/04/2011 | | S | | 7,106 \$ 47.95 | D | 1,937,166 D |
| Common Stock | 10/04/2011 | | S | | 300 \$ 47.96 | D | 1,936,866 D |
| Common Stock | 10/04/2011 | | S | | 9,173 \$ 48 | D | 1,927,693 D |

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| | | | | | | | | |
|--------------|------------|---|--------|---|----------|------------|---|--|
| Common Stock | 10/04/2011 | S | 2,477 | D | \$ 48.01 | 1,925,216 | D | |
| Common Stock | 10/04/2011 | S | 17,386 | D | \$ 48.02 | 1,907,830 | D | |
| Common Stock | 10/04/2011 | S | 2,500 | D | \$ 48.03 | 1,905,330 | D | |
| Common Stock | 10/04/2011 | S | 4,921 | D | \$ 48.05 | 1,900,409 | D | |
| Common Stock | 10/04/2011 | S | 2,600 | D | \$ 48.06 | 1,897,809 | D | |
| Common Stock | 10/04/2011 | S | 200 | D | \$ 48.07 | 1,897,609 | D | |
| Common Stock | 10/04/2011 | S | 100 | D | \$ 48.08 | 1,897,509 | D | |
| Common Stock | | | | | | 18,456.552 | I | By 401(k) Plan, per Plan statement dated 9/30/11 |
| Common Stock | | | | | | 40,486 | I | By wife |
| Common Stock | | | | | | 30,634 | I | By self as trustee for benefit of child |
| Common Stock | | | | | | 26,442 | I | By self as trustee for benefit of child |
| Common Stock | | | | | | 22,370 | 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)

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| 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) | \$ 12.68 | 10/04/2011 | | M | 15,615 (1) | (2) 02/25/2012 | | Common Stock | 15,615 |
| Employee Stock Option (right to buy) | \$ 8.85 | 10/04/2011 | | M | 31,148 (1) | (3) 02/18/2013 | | Common Stock | 31,148 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|--------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| NORDSTROM ERIK B C/O NORDSTROM, INC. 1617 SIXTH AVENUE SEATTLE, WA 98101 | X | | Executive Vice President | |

Signatures

Paula McGee, Attorney-in-Fact for Erik B. Nordstrom
 10/05/2011
 **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 2/25/11.
- (2) The option vested and became exercisable in four equal annual installments commencing 2/25/2003
- (3) The option vested and became exercisable in four equal annual installments commencing 2/18/2004.

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.