

NORDSTROM INC  
Form 4  
March 26, 2014

**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 \*  
Witman David M

(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)

03/24/2014

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 or Price   |  |                                   |
| Common Stock                    | 03/24/2014                           |  | M                              |   | 1,361 A \$ 36.94  | 13,100   | D                                 |
| Common Stock                    | 03/24/2014                           |  | S                              |   | 1,361 D \$ 62.5595  | 11,739   | D                                 |
| Common Stock                    | 03/25/2014                           |  | M                              |   | 9,967 A \$ 53.63  | 21,706   | D                                 |
| Common Stock                    | 03/25/2014                           |  | M                              |   | 2,496 A \$ 36.94  | 24,202   | D                                 |
| Common Stock                    | 03/25/2014                           |  | S                              |   | 12,463 D \$ 62.3585   | 11,739   | D                                 |

(2)

|                 |          |   |  |
|-----------------|----------|---|--|
| Common<br>Stock | 4,026.85 | I | By 401(k)<br>Plan, per<br>Plan<br>Statement<br>dated<br>3/10/2014. |
|-----------------|----------|---|--|

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<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number<br>of Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed of<br>(D)<br>(Instr. 3, 4,<br>and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) | 8. Amount<br>or<br>Number<br>of<br>Shares |       |
|---|--|---|---|--------------------------------------|---|--|---|---|-------|
|   |  |   |   | Code                                 | V (A) (D)   | Date<br>Exercisable  | Expiration<br>Date  | Title                                     |       |
| Employee<br>Stock<br>Option<br>(right to<br>buy)    | \$ 36.94   | 03/24/2014                              |   | M                                    | 1,361   | <u>(3)</u>   | 02/26/2020  | Common<br>Stock                           | 1,361 |
| Employee<br>Stock<br>Option<br>(right to<br>buy)    | \$ 53.63   | 03/25/2014                              |   | M                                    | 9,967   | <u>(4)</u>   | 03/01/2017  | Common<br>Stock                           | 9,967 |
| Employee<br>Stock<br>Option<br>(right to<br>buy)    | \$ 36.94   | 03/25/2014                              |   | M                                    | 2,496   | <u>(3)</u>   | 02/26/2020  | Common<br>Stock                           | 2,496 |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |                          |       |
|---|---------------|-----------|--------------------------|-------|
|   | Director      | 10% Owner | Officer                  | Other |
| Witman David M<br>C/O NORDSTROM, INC.<br>1617 SIXTH AVENUE<br>SEATTLE, WA 98101 |               |           | Executive Vice President |       |

## Signatures

|  |            |
|--|------------|
| /s/ Paula McGee, Attorney-in-Fact for David M.<br>Witman | 03/26/2014 |
| **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 price reported represents the weighted average price. These shares were sold in multiple transactions at prices ranging from \$62.30 to \$62.73, 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 footnote 1 to this Form 4.
  - (2) The price reported represents the weighted average price. These shares were sold in multiple transactions at prices ranging from \$62.25 to \$62.78, 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 footnote 1 to this Form 4.
  - (3) Granted under the issuer's 2004 Equity Incentive Plan, exercisable in four equal installments commencing on 2/26/2011.
  - (4) Granted under the issuer's 2004 Equity Incentive Plan, exercisable in four equal installments commencing on 3/1/2008.

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.