### Edgar Filing: NORDSTROM INC - Form 4

| NORDSTROM  | INC                                 |  |   |                                       |                                       |          |   |  |  |  |
|--|-------------------------------------|--|---|---------------------------------------|---------------------------------------|----------|---|--|--|--|
| Form 4   |                                     |  |   |                                       |                                       |          |   |  |  |  |
| March 02, 2016   |                                     |  |   |                                       |                                       |          |   | OMP  |  |  |
| <b>FORM 4</b> UNITED STATES SECURITIES AND EXCHANGE COMMISSION           |                                     |  |   |                                       |                                       |          |   |  | 1B APPROVAL  |  |
| Washington, D.C. 20549   |                                     |  |   |                                       |                                       |          | Number:   | 3235-0287  |  |  |
| Check this bo<br>if no longer  |                                     |  |   |                                       |                                       | 1.01     |   | Expires:   | January 31,<br>2005  |  |
| subject to STATEMENT OF CHANG<br>Section 16.<br>Form 4 or                |                                     |  |   | GES IN BENEFICIAL OWNER<br>SECURITIES |                                       |          |   | Estimated<br>burden ho<br>response                                   | d average<br>ours per  |  |
| Form 5<br>obligations<br>may continue<br><i>See</i> Instruction<br>1(b). | Section 17(a                        |  | Jtility Hole  | ding Con                              | npany                                 | y Act o  | ge Act of 1934,<br>of 1935 or Secti-<br>940   |  |  |  |
| (Print or Type Resp  | oonses)                             |  |   |                                       |                                       |          |   |  |  |  |
| Dennehy Brian Symbol   |                                     |  | er Name <b>and</b> Ticker or Trading OSTROM INC [JWN] |                                       |                                       |          | 5. Relationship of Reporting Person(s) to<br>Issuer   |  |  |  |
| (Last)   | (First) (M                          |  | of Earliest Ti  | -                                     | 1                                     |          | (Che  | eck all applicat   | ole)   |  |
|  |                                     |  | /Day/Year)  |                                       |                                       |          | Director 10% Owner<br>X Officer (give title Other (specify<br>below) below)<br>Executive Vice President       |  |  |  |
|  | (Street)                            | 4. If Am   | nendment, Da  | ate Origina                           | 1                                     |          | 6. Individual or  | Joint/Group Fi   | ling(Check   |  |
| Filed(Mor<br>SEATTLE, WA 98101   |                                     |  | nth/Day/Year)   |                                       |                                       |          | Applicable Line)<br>_X_ Form filed by One Reporting Person<br>Form filed by More than One Reporting<br>Person |  |  |  |
| (City)   | (State) (A                          | Zip) Tal   | ble I - Non-E   | Derivative                            | Secur                                 | ities Ao | equired, Disposed   | of, or Benefici  | ally Owned   |  |
|  | Transaction Date<br>Ionth/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year | Code<br>) (Instr. 8)                                  |                                       | (A) of<br>of (D<br>4 and<br>(A)<br>or | )        | Securities<br>Beneficially  | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | Indirect<br>Beneficial   |  |
| Common   |                                     |  |   | Amount                                |                                       | Price    |   | _  |  |  |
| Stock 02   | 2/29/2016                           |  | А   | 0 (1)                                 | А                                     | \$0      | 12,654  | D  |  |  |
| Common<br>Stock  |                                     |  |   |                                       |                                       |          | 126.866   | I  | By 401(k)<br>Plan, per<br>Plan<br>statement<br>dated<br>2/29/2016. |  |

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)

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# required to respond unless the form displays a currently valid OMB control number.

# 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.<br>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.<br>Transacti<br>Code<br>(Instr. 8) | 5. Numb<br>of Deriva<br>Securitie<br>Acquired<br>(A) or<br>Disposed<br>(D)<br>(Instr. 3,<br>and 5) | ative<br>s<br>1<br>1 of | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) |                    | 7. Title and Amount o<br>Underlying Securities<br>(Instr. 3 and 4) |                                      |
|---|---|---|---|---------------------------------------|--|-------------------------|--|--------------------|--|--------------------------------------|
|   |   |   |   | Code V                                | (A)  | (D)                     | Date<br>Exercisable  | Expiration<br>Date | Title  | Amoun<br>or<br>Numbe<br>of<br>Shares |
| Employee<br>Stock Option                            | \$ 51.32  | 02/29/2016                              |   | А                                     | 0 (2)  |                         | (3)  | 02/28/2026         | Common<br>Stock  | 0 (2)                                |
| Performance<br>Rights                               | <u>(4)</u>  | 02/29/2016                              |   | А                                     | 5,480  |                         | 02/02/2019   | 02/02/2019         | Common<br>Stock  | 5,48(                                |

# **Reporting Owners**

| Reporting Owner Name / Address   |            |           | Relationships            |       |  |  |  |  |
|--|------------|-----------|--------------------------|-------|--|--|--|--|
|  | Director   | 10% Owner | Officer                  | Other |  |  |  |  |
| Dennehy Brian<br>C/O NORDSTROM, INC.<br>1617 SIXTH AVENUE<br>SEATTLE, WA 98101 |            |           | Executive Vice President |       |  |  |  |  |
| Signatures   |            |           |                          |       |  |  |  |  |
| Paula McGee, Attorney-in-Fac<br>Dennehy  | t for Bria | n K.      | 03/02/2016               |       |  |  |  |  |

#### <u>\*\*</u>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).

Restricted Stock Award vesting in four equal annual installments commencing 2/28/2017. The number of Restricted Stock Units ("RSUs") granted are not known at this time. The number of RSUs to be awarded is a function of base pay, a long-term incentive (LTI) percentage and the fair value of an RSU. The fair value of an RSU is calculated as the stock price as of the effective date less the present

(1) value of Company stock dividends over the vesting period. This calculation requires the input of certain assumptions, including the risk-free interest rate and the expected Company stock dividends. The formula for determining the number of RSUs granted is: number of RSUs = (base pay x LTI%) / RSU fair value. This Form 4 will be amended to report the number of RSUs granted when the number has been calculated.

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The number of options granted is not known at this time. The number is calculated as a function of base pay, a long-term incentive (LTI) percentage and the fair value of the option. The Binomial Lattice option valuation model will be used to estimate the fair value of the

- (2) option. This model requires the input of certain assumptions, including risk-free interest rate, volatility, dividend yield, and expected life. The formula for determining the number of options granted is: number of options = (base pay x LTI%) / option fair value. This Form 4 will be amended to report the number of options granted when that number has been calculated.
- (3) Granted under the issuer's 2010 Equity Incentive Plan, exercisable in four equal annual installments commencing on 2/28/2017.

Each Performance Right represents a contingent right to receive one share of the Company's common stock. The number of Performance(4) Rights that may be earned is based upon the Company's total shareholder return compared to the total shareholder return of companies in the Standard & Poor's 500 as composed on the first day of the performance cycle during the same period.

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.