

OSBORNE ALFRED E JR
Form 4
May 31, 2005

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 *
OSBORNE ALFRED E JR

(Last) (First) (Middle)

C/O THE ANDERSON SCHOOL
AT UCLA, 110 WESTWOOD
PLAZA, ROOM C305

(Street)

LOS ANGELES, CA 90095

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
NORDSTROM INC [JWN]

3. Date of Earliest Transaction
(Month/Day/Year)
05/31/2005

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)

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) |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|-----------------------------------|
| | | | | (A) or (D) Code V Amount (D) Price | | | |
| Common Stock | | | | | 10,051 | D | |
| Common Stock | | | | | 600 | I | See <u>(1)</u> |
| Common Stock | | | | | 2,400 | I | See <u>(2)</u> |
| Common Stock | | | | | 150 | I | See <u>(3)</u> |

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)

| 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) |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|--------------------------------------------|
| Stock Units | (4) | 05/31/2005 | | A | 746 (5) | (6) (6) | Common Stock | 746 \$ 60.2 |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

OSBORNE ALFRED E JR
C/O THE ANDERSON SCHOOL AT UCLA
110 WESTWOOD PLAZA, ROOM C305
LOS ANGELES, CA 90095

X

Signatures

/s/ Duane E. Adams, Attorney-in-Fact for Alfred E. Osborne, Jr.

05/31/2005

__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) Shares owned by wife. 200 of such shares are held in a joint brokerage account with the reporting person. The reporting person disclaims beneficial ownership all shares held by his wife.
- (2) By a corporation of which the reporting person is the sole shareholder.
- (3) By the reporting person's wife as trustee for the benefit of child.
- (4) 1 for 1
- (5)

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Awarded under the 2002 Nonemployee Director Stock Incentive Plan. The stock units were deferred at the election of the reporting person under the Directors' Deferred Compensation Plan.

- (6) The stock units are convertible into the issuer's common stock and payable upon the occurrence of certain events, including the reporting person's retirement from the issuer's Board of Directors.
- (7) Represents the total number of stock units held by the reporting person under the Directors' Deferred Compensation Plan.

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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