

NORDSTROM INC
Form 4
August 31, 2007

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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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 BLAKE W

(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)
08/30/2007

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)
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 | (A) or (D) | Price |
| Common Stock | 08/30/2007 | | M | | 20,000 | A | \$ 14.5 |
| Common Stock | 08/30/2007 | | M | | 69,828 | A | \$ 14.5 |
| Common Stock | 08/30/2007 | | M | | 93,104 | A | \$ 14.5 |
| Common Stock | 08/30/2007 | | S | | 297 | D | \$ 47.05 |
| Common Stock | 08/30/2007 | | S | | 100 | D | \$ 47.06 |
| | | | | | 1,643,401 | D | |
| | | | | | 1,713,229 | D | |
| | | | | | 1,806,333 | D | |
| | | | | | 1,806,036 | D | |
| | | | | | 1,805,936 | D | |

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| | | | | | | | |
|--------------|------------|---|-------|---|-----------|-----------|---|
| Common Stock | 08/30/2007 | S | 400 | D | \$ 47.08 | 1,805,536 | D |
| Common Stock | 08/30/2007 | S | 300 | D | \$ 47.09 | 1,805,236 | D |
| Common Stock | 08/30/2007 | S | 100 | D | \$ 47.1 | 1,805,136 | D |
| Common Stock | 08/30/2007 | S | 1,000 | D | \$ 47.11 | 1,804,136 | D |
| Common Stock | 08/30/2007 | S | 100 | D | \$ 47.12 | 1,804,036 | D |
| Common Stock | 08/30/2007 | S | 400 | D | \$ 47.125 | 1,803,636 | D |
| Common Stock | 08/30/2007 | S | 400 | D | \$ 47.13 | 1,803,236 | D |
| Common Stock | 08/30/2007 | S | 600 | D | \$ 47.14 | 1,802,636 | D |
| Common Stock | 08/30/2007 | S | 1,300 | D | \$ 47.15 | 1,801,336 | D |
| Common Stock | 08/30/2007 | S | 2,000 | D | \$ 47.16 | 1,799,336 | D |
| Common Stock | 08/30/2007 | S | 1,900 | D | \$ 47.17 | 1,797,436 | D |
| Common Stock | 08/30/2007 | S | 1,400 | D | \$ 47.18 | 1,796,036 | D |
| Common Stock | 08/30/2007 | S | 400 | D | \$ 47.19 | 1,795,636 | D |
| Common Stock | 08/30/2007 | S | 5,100 | D | \$ 47.2 | 1,790,536 | D |
| Common Stock | 08/30/2007 | S | 5,300 | D | \$ 47.21 | 1,785,236 | D |
| Common Stock | 08/30/2007 | S | 2,100 | D | \$ 47.22 | 1,783,136 | D |
| Common Stock | 08/30/2007 | S | 2,700 | D | \$ 47.23 | 1,780,436 | D |
| Common Stock | 08/30/2007 | S | 3,500 | D | \$ 47.24 | 1,776,936 | D |
| Common Stock | 08/30/2007 | S | 1,000 | D | \$ 47.245 | 1,775,936 | D |
| Common Stock | 08/30/2007 | S | 3,900 | D | \$ 47.25 | 1,772,036 | D |
| | 08/30/2007 | S | 4,900 | D | \$ 47.26 | 1,767,136 | D |

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| | | | | | | | | |
|--------------|------------|--|---|-------|---|----------|--|---|
| Common Stock | | | | | | | | |
| Common Stock | 08/30/2007 | | S | 4,300 | D | \$ 47.27 | 1,762,836 | D |
| Common Stock | 08/30/2007 | | S | 4,400 | D | \$ 47.28 | 1,758,436 | D |
| Common Stock | 08/30/2007 | | S | 4,000 | D | \$ 47.29 | 1,754,436 | D |
| Common Stock | 08/30/2007 | | S | 5,600 | D | \$ 47.3 | 1,748,836 ⁽¹⁾ <u>(2)</u> | D |

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

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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 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) | Amount or Number of Shares | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Employee Stock Option (right to buy) | \$ 14.5 | 08/30/2007 | | M | 20,000 | <u>(3)</u> | 02/26/2008 | Common Stock | 20,000 |
| Employee Stock Option (right to buy) | \$ 14.5 | 08/30/2007 | | M | 69,828 | <u>(4)</u> | 02/26/2008 | Common Stock | 69,828 |
| Employee Stock Option (right to buy) | \$ 14.5 | 08/30/2007 | | M | 93,104 | <u>(5)</u> | 02/26/2008 | Common Stock | 93,104 |

Reporting Owners

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

Signatures

| | |
|--|------------|
| /s/ Duane E. Adams, Attorney-in-Fact for Blake W. Nordstrom | 08/31/2007 |
| **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) All sales reported on this Form 4 were made pursuant to a 10b5-1 Trading Plan dated 5/25/07.
 - (2) Due to the SEC's limit of 30 lines per table, this Form 4 is 1 of 3 filed on behalf of Blake W. Nordstrom to report transactions that occurred on 8/30/07.
 - (3) The option vested and became exercisable on 1/31/99 when the issuer's stock earnings per share reached \$1.43 for the year ended 1/31/99.
 - (4) The option vested and became exercisable in four equal annual installments commencing 2/26/99.
The option vested and became exercisable during the first five years from the date of grant on an accelerated schedule if the average price of the issuer's stock was sustained for at least 20 consecutive market days as follows: \$55.00 as to 20%; \$67.00 as to \$35.00; and \$80.00 as to 45%. Thereafter, any unvested options vested and became exercisable 8 years from the date of grant.

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.