SUNDAY DELENA M Form 4/A

March 27, 2009

# FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

**OMB** Number:

3235-0287

0.5

January 31, Expires: 2005

**OMB APPROVAL** 

Estimated average burden hours per

response...

subject to Section 16. Form 4 or Form 5 obligations may continue.

Check this box

if no longer

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 See Instruction

30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * SUNDAY DELENA M			2. Issuer Name <b>and</b> Ticker or Trading Symbol				5. Relationship of Reporting Person(s) to Issuer			
			NORDSTROM INC [JWN]				(Check all applicable)			
(Last) (First) (Middle)			3. Date of Earliest Transaction							
C/O NORDSTROM, INC., 1617 SIXTH AVENUE		(Month/Day/Year) 02/27/2009				Director 10% Owner _X Officer (give title Other (specify below)  Executive Vice President				
(Street)			4. If Amendment, Date Original				6. Individual or Joint/Group Filing(Check			
SEATTLE, WA 98101		Filed(Month/Day/Year) 03/02/2009				Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person				
(City) (Sta	(City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned							ally Owned		
	nsaction Date n/Day/Year)	Executio any	med n Date, if Day/Year)	3. Transactic Code (Instr. 8)	Disposed (Instr. 3,	(A) or of (D)	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 Indirect Beneficial Ownership (Instr. 4)	
Common							30,326	D		
Stock  Common Stock							5,569.127	I	By 401(k) Plan, per Plan statement dated 1/31/09	
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										

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

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# 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. 5. Number of TransactionDerivative Code Securities (Instr. 8) 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)	\$ 13.47	02/27/2009		A	57,716 (1) (2)	(3)	02/27/2019	Common Stock	57,716

# **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

SUNDAY DELENA M C/O NORDSTROM, INC. 1617 SIXTH AVENUE SEATTLE, WA 98101

**Executive Vice President** 

# **Signatures**

Duane E. Adams, Attorney-in-Fact for Delena M. Sunday

03/27/2009

\*\*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).
- 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 was used to estimate the fair value of the 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.
- (2) This Form 4 is being amended to report the number of options granted, which was unknown at the time of the original filing on February 27, 2009, pursuant to a formula approved by the Compensation Committee.
- (3) Granted under the issuer's 2004 Equity Incentive Plan, exercisable in four equal annual installments commencing on 2/27/2010. Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

Reporting Owners 2

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