

NORDSTROM INC

Form 4

March 17, 2016

FORM 4
UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
KOPPEL MICHAEL G

(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)
03/16/2016

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
____X____ Officer (give title below) ____ Other (specify below)

Executive Vice President

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ 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)
Common Stock	03/16/2016		M	(A) or (D) 38,073 (1) (2)	\$ 35.51 115,447	D	
Common Stock	03/16/2016		S	(A) or (D) 38,073 (1) (2)	\$ 56.561 77,374 (3)	D	
Common Stock					6,809.75	I	By 401 (k) Plan, per Plan statement dated 2/29/2016.

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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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Employee Stock Option (right to buy)	\$ 35.51 (1) (2)	03/16/2016		M	38,073 (2)	(4) 02/28/2018	Common Stock 38,073

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
KOPPEL MICHAEL G C/O NORDSTROM, INC. 1617 SIXTH AVENUE SEATTLE, WA 98101	Executive Vice President

Signatures

Paula McGee, Attorney-in-Fact for Michael G. Koppel 03/17/2016

__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 option exercise and sales reported herein are pursuant to a 10b5-1 Trading Plan entered into on 3/1/2016.

This option was previously reported as an option for 35,553 shares of common stock at an exercise price of \$38.02 per share. The number of options and the exercise price was subsequently adjusted, pursuant to the terms of the 2004 Equity Incentive Plan, to reflect the effect of a proportional adjustment made in relation to a special dividend declared on October 1, 2015.

(3)

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The price reported represents the weighted average price. These shares were sold in multiple transactions at price ranging from \$56.11 to \$56.98, 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 this footnote.

(4) Exercisable in four equal annual installments commencing 2/28/2009.

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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