Nordstrom James F JR Form 4/A March 28, 2019

FORM 4

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

OMB Number: 3235-0287

OMB APPROVAL

Washington, D.C. 20549

Expires: January 31, 2005

if no longer subject to Section 16. Form 4 or Form 5

Check this box

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Estimated average burden hours per response... 0.5

5. Relationship of Reporting Person(s) to

(Check all applicable)

Issuer

Form 5 obligations may continue. See Instruction

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

2. Issuer Name and Ticker or Trading

NORDSTROM INC [JWN]

3. Date of Earliest Transaction

Symbol

1(b).

(Last)

(Print or Type Responses)

Nordstrom James F JR

1. Name and Address of Reporting Person *

(First)

(Middle)

C/O NORI	OSTROM, INC., 19 ENUE	•	h/Day/Year) 5/2019	runsuction			Director X Officer (gibelow)		% Owner her (specify
	mendment, Date Original Month/Day/Year) 8/2019			6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person					
SEATTLE, WA 98101							Form filed by More than One Reporting Person		
(City)	(State)	(Zip) T	able I - Non-	Derivative	Secu	rities Acc	quired, Disposed	of, or Beneficia	ally Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, any (Month/Day/Yea	Code (Instr. 8)	4. Securi on(A) or D (Instr. 3,	ispose	d of (D) 5) Price	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 Stock	03/05/2019		A	9,773 (1)	A	\$ 45.33	470,802	D	
Common Stock							24,592	I	By self as trustee for benefit of child 2
Common Stock							5,637.5129	I	By 401(k) Plan, per Plan statement dated 2/28/2019.

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Common Stock	429	I	By wife
Common Stock	24,592	I	By self as trustee for benefit of second child
Common Stock	250,000	I	See (2)
Common Stock	24,593	I	By self as trustee for benefit of child
Common Stock	1,869.4442	I	By wife in 401(k) Plan, per Plan statement dated 1/31/2019

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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. Transactic Code (Instr. 8)	5. Number of orDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amoun Underlying Securiti (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amou or Numb of Sha
Employee Stock Option (right to buy)	\$ 45.33	03/05/2019		A	67,257 (3)	<u>(4)</u>	03/05/2029	Common Stock	67,2
Performance Share Units	<u>(5)</u>	03/05/2019		A	14,351	03/05/2022	01/29/2022	Common Stock	14,3

Reporting Owners

Reporting Owner Name / Address

Director 10% Owner Officer Other

Nordstrom James F JR C/O NORDSTROM, INC. 1617 SIXTH AVENUE SEATTLE, WA 98101

President, Stores

Signatures

Eunice Chung, Attorney-in-Fact for James F. Nordstrom, Jr.

03/28/2019

**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 Unit vesting in four equal annual installments commencing on 3/10/2020. 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
- (1) stock price as of the effective date less the present 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.
- (2) By self as trustee for my benefit and the benefit of my children under the James F. Nordstrom, Jr. 2017 Annuity Trust I.
- (3) This Form 4 is being amended to report the number of options granted, calculated pursuant to a formula approved by the Compensation Committee. The number was unknown at the time of original filing.
- Granted under the issuer's 2010 Equity Incentive Plan, exercisable over four years, with 50% vesting on each of March 10, 2022 and March 10, 2023
- Each Performance Share Unit (PSU) represents a contingent right to receive one share of the Company's common stock. The percentage (5) of PSUs granted that will actually be earned at the end of the three-year period is based upon the Company's free cash flow growth, earnings before interest and tax (EBIT) margin percent, and market share results over that 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.

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