

NORDSTROM INC
Form 4
December 20, 2013

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 *
LITTLE DANIEL F

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
C/O NORDSTROM, INC., 1617
SIXTH AVENUE

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
12/20/2013

____ Director
 Officer (give title below)
____ 10% Owner
____ Other (specify below)
Executive Vice President

SEATTLE, WA 98101

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
____ Form filed by More than One Reporting Person

(City) (State) (Zip)

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V Amount (A) or (D) Price			
Common Stock	12/20/2013		M	16,875 (1) A \$ 26.01	55,658	D	
Common Stock	12/20/2013		M	2,018 (1) A \$ 40.27	57,676	D	
Common Stock	12/20/2013		M	3,565 (1) A \$ 13.47	61,241	D	
Common Stock	12/20/2013		S	22,458 (1) D \$ 61.1863 (2)	38,783	D	
Common Stock					4,806.15	I	By 401(k) Plan, per

Plan
statement
dated
11/30/2013

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)	Amount or Number of Shares
				Code	V (A) (D)	Date Exercisable Expiration Date	Title	
Employee Stock Option (right to buy)	\$ 26.01	12/20/2013		M	16,875	⁽³⁾ 02/23/2015	Common Stock	16,875
Employee Stock Option (right to buy)	\$ 40.27	12/20/2013		M	2,018	⁽⁴⁾ 02/22/2016	Common Stock	2,018
Employee Stock Option (right to buy)	\$ 13.47	12/20/2013		M	3,565	⁽⁵⁾ 02/27/2019	Common Stock	3,565

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
LITTLE DANIEL F C/O NORDSTROM, INC.			Executive Vice President	

1617 SIXTH AVENUE
SEATTLE, WA 98101

Signatures

Paula McGee, Attorney-in-Fact for Daniel F.

Little

12/20/2013

**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 12/3/2013.

The price reported represents the weighted average price. These shares were sold in multiple transactions at prices ranging from \$60.39 to \$61.32, 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 to this Form 4.

(3) Exercisable in four equal annual installments commencing on 2/23/2006.

(4) Exercisable in four equal annual installments commencing on 2/22/2007.

(5) 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.

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