

SUNDAY DELENA M
Form 4
February 24, 2012

FORM 4

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

OMB APPROVAL

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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 *
SUNDAY DELENA M

(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)

02/22/2012

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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| Common Stock | 02/24/2012 | | M | 7,107 A | \$ 36.94 39,494 ⁽¹⁾ | D | |
| Common Stock | 02/24/2012 | | S | 893 D | \$ 53.271 38,601 | D | |
| Common Stock | 02/24/2012 | | S | 2,700 D | \$ 53.272 35,901 | D | |
| Common Stock | 02/24/2012 | | S | 3,107 D | \$ 53.281 32,794 | D | |
| Common Stock | 02/24/2012 | | S | 207 D | \$ 53.282 32,587 | D | |

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| | | | | | | | | |
|--------------|------------|---|-----|---|-----------|----------|---|--|
| Common Stock | 02/24/2012 | S | 200 | D | \$ 53.291 | 32,387 | D | |
| Common Stock | | | | | | 6,698.51 | I | By 401(k) Plan, per Plan statement dated 1/31/2012 |

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

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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. 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) | 8. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Employee Stock Option (right to buy) | \$ 52.63 | 02/22/2012 | | A | 0 <u>(2)</u> | <u>(3)</u> 02/22/2022 | Common Stock | 0 <u>(2)</u> |
| Employee Stock Option (right to buy) | \$ 36.94 | 02/24/2012 | | M | 7,107 | <u>(4)</u> 02/26/2020 | Common Stock | 7,107 |

Reporting Owners

| Reporting Owner Name / Address | Relationships |
|---|---|
| SUNDAY DELENA M C/O NORDSTROM, INC. 1617 SIXTH AVENUE | Director 10% Owner Officer Executive Vice President Other |

SEATTLE, WA 98101

Signatures

Paula McGee, Attorney-in-Fact for Delena M.
Sunday

02/24/2012

__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) Includes 232 shares acquired on March 31, 2011 and 248 shares acquired on September 30, 2011 under the Employee Stock Purchase Plan

The number of options granted is not known at this time. 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 will be used to estimate the fair value of the

- (2) 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: $\text{number of options} = (\text{base pay} \times \text{LTI}\%) / \text{option fair value}$. This Form 4 will be amended to report the number of options granted when that number has been calculated.
- (3) Granted under the issuer's 2010 Equity Incentive Plan, exercisable in four equal annual installments commencing on 2/22/2013.
- (4) Exercisable in four equal annual installments commencing 2/26/11.

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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