

NORDSTROM INC
Form 4
March 06, 2006

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 *
MACKIE DAVID L

(Last) (First) (Middle)
C/O NORDSTROM, INC., 1700 SEVENTH 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)
03/03/2006

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)
Vice President & Secretary

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)
				(A) or (D)	Price		
Common Stock	03/03/2006		M	20,358	A \$ 14.5	33,721	D
Common Stock	03/03/2006		M	6,388	A \$ 12.68	40,109	D
Common Stock	03/03/2006		M	6,942	A \$ 8.85	47,051	D
Common Stock	03/03/2006		M	3,360	A \$ 19.56	50,411	D
Common Stock	03/03/2006		M	3,876	A \$ 26.01	54,287	D

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Common Stock 03/03/2006 S 40,924 D \$ 40 13,363 D

Common Stock 2,056 I By 401(k) Plan, per Plan statement dated 2/28/06

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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Employee Stock Option (right to buy)	\$ 14.5	03/03/2006		M	20,358	<u>(1)</u> 02/26/2008	Common Stock 20,358
Employee Stock Option (right to buy)	\$ 12.68	03/03/2006		M	6,388	<u>(2)</u> 02/25/2012	Common Stock 6,388
Employee Stock Option (right to buy)	\$ 8.85	03/03/2006		M	6,942	<u>(3)</u> 02/18/2013	Common Stock 6,942
Employee Stock Option (right to buy)	\$ 19.56	03/03/2006		M	3,360	<u>(4)</u> 02/25/2014	Common Stock 3,360

buy)									
Employee									
Stock									
Option	\$ 26.01	03/03/2006		M	3,876	(5)	02/23/2015	Common Stock	3,876
(right to buy)									

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MACKIE DAVID L C/O NORDSTROM, INC. 1700 SEVENTH AVENUE SEATTLE, WA 98101			Vice President & Secretary	

Signatures

/s/ Duane E. Adams, Attorney-in-Fact for David L. Mackie

03/06/2006

__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).

- Exercisable during the first five years from the date of the grant on 2/26/98 when the issuer's stock sustained an average price for at least
- (1) 20 consecutive market days as follows: 20% at an average price of \$40; 35% at an average price of \$47.50; and 45% at an average price of \$55. Thereafter, all unvested options are automatically exercisable 8 years from the date of grant on 2/26/98.
 - (2) Exercisable in four equal annual installments commencing 2/25/03.
 - (3) Exercisable in four equal annual installments commencing 2/18/04.
 - (4) Exercisable in four equal annual installments commencing 2/25/05.
 - (5) Exercisable in four equal annual installments commencing 2/23/06.

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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