

NORDSTROM ERIK B
 Form 4/A
 March 28, 2019

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 *
NORDSTROM ERIK B

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)
03/05/2019

Director 10% Owner
 Officer (give title below) Other (specify below)
Co-President

SEATTLE, WA 98101

4. If Amendment, Date Original Filed(Month/Day/Year)
03/08/2019

6. Individual or Joint/Group Filing(Check Applicable Line)
 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					28,602	I	By self as trustee for benefit of second child
Common Stock					42,646	I	By wife
Common Stock					24,530	I	By self as trustee for benefit of child

Common Stock	24,731.9459 I	By 401 (k) Plan, per Plan statement dated 2/28/2019
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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 Security (Instr. 3 and 4)	Amount or Number of Shares			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	
Employee Stock Option (right to buy)	\$ 45.33	03/05/2019		A		73,069 <u>(1)</u>		<u>(2)</u>	03/05/2029	Common Stock	73,0
Performance Share Units	<u>(3)</u>	03/05/2019		A		37,629		03/05/2022	01/29/2022	Common Stock	37,6

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
NORDSTROM ERIK B C/O NORDSTROM, INC. 1617 SIXTH AVENUE SEATTLE, WA 98101	X		Co-President	

Signatures

Eunice Chung, Attorney-in-Fact for Erik B. Nordstrom	03/28/2019
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 **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) 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.
- (2) Granted under the issuer's 2010 Equity Incentive Plan, exercisable in four equal annual installments, beginning on 3/10/2020.
- (3) Each Performance Share Unit (PSU) represents a contingent right to receive one share of the Company's common stock. The percentage 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.