

THOMAS GEEVY SK
Form 4
February 23, 2012

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 *
THOMAS GEEVY SK

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., 1700
7TH AVENUE

3. Date of Earliest Transaction
(Month/Day/Year)
02/22/2012

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

(Street)
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

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount or Price | | |
| Common Stock | 02/23/2012 | | M | | 10,000 A \$ 13.47 | 35,329 ⁽¹⁾ | D |
| Common Stock | 02/23/2012 | | S | | 100 D \$ 52.76 | 35,229 | D |
| Common Stock | 02/23/2012 | | S | | 1,930 D \$ 52.7611 | 33,299 | D |
| Common Stock | 02/23/2012 | | S | | 400 D \$ 52.77 | 32,899 | D |
| Common Stock | 02/23/2012 | | S | | 700 D \$ 52.78 | 32,199 | D |

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| | | | | | | | |
|--------------|------------|---|-------|---|------------|--------|---|
| Common Stock | 02/23/2012 | S | 100 | D | \$ 52.7814 | 32,099 | D |
| Common Stock | 02/23/2012 | S | 1,812 | D | \$ 52.79 | 30,287 | D |
| Common Stock | 02/23/2012 | S | 600 | D | \$ 52.81 | 29,687 | D |
| Common Stock | 02/23/2012 | S | 100 | D | \$ 52.811 | 29,587 | D |
| Common Stock | 02/23/2012 | S | 4,058 | D | \$ 52.82 | 25,529 | D |
| Common Stock | 02/23/2012 | S | 200 | D | \$ 52.821 | 25,329 | D |

| | | | | | | | | |
|--------------|--|--|--|--|--|-----------|---|--|
| Common Stock | | | | | | 14,192.19 | 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.

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. 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 | Amount or Number of Shares |
| Employee Stock Option (right to buy) | \$ 52.63 | 02/22/2012 | | A | 0 (2) | (3) | 02/22/2022 | Common Stock | 0 (2) |
| Employee Stock Option | \$ 13.47 | 02/23/2012 | | M | 10,000 | (4) | 02/27/2019 | Common Stock | 10,000 |

(right to
buy)

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|--------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| THOMAS GEEVY SK C/O NORDSTROM, INC. 1700 7TH AVENUE SEATTLE, WA 98101 | | | Executive Vice President | |

Signatures

| | |
|---|------------|
| Paula McGee, Attorney-in-Fact for Geevy S. K. Thomas | 02/23/2012 |
|---|------------|

__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 187 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: number of options = (base pay x LTI%) / 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 2/27/2010.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. 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.