

NORDSTROM INC
Form 4
April 08, 2008

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 *
NORDSTROM BRUCE A

(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)
05/31/2006

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___X___ 10% Owner
___ Officer (give title below) ___ Other (specify below)

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock | 05/31/2006 | | A | | 501 | A | \$ 36.83 |
| Common Stock | 12/19/2006 | | G | | 14,460 | D | \$ 0 |
| Common Stock | 01/24/2007 | | A | | 500 | A | \$ 49.34 |
| Common Stock | 12/05/2007 | | G | | 11,875 | D | \$ 0 |
| Common Stock | 12/05/2007 | | G | | 2,000,000 | D | \$ 0 |
| | | | | | | | 12,850,197 |
| | | | | | | | 12,835,737 |
| | | | | | | | 12,836,237 |
| | | | | | | | 12,824,362 |
| | | | | | | | 10,824,362 |

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| | | | | | | | | | |
|--------------|------------|--|---|-----------|---|----------|------------|---|----------------|
| Common Stock | 01/31/2008 | | A | 500 | A | \$ 36.73 | 10,824,862 | D | |
| Common Stock | 12/05/2007 | | G | 2,000,000 | A | \$ 0 | 2,000,000 | I | See <u>(1)</u> |
| Common Stock | | | | | | | 6,935,360 | I | See <u>(2)</u> |
| Common Stock | | | | | | | 1,555,200 | I | See <u>(3)</u> |
| Common Stock | | | | | | | 5,501,520 | I | See <u>(4)</u> |
| Common Stock | 12/19/2006 | | G | 10,000 | A | \$ 0 | 211,776 | I | By wife |
| Common Stock | 12/05/2007 | | G | 5,000 | A | \$ 0 | 216,776 | I | By wife |

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) | 8. Price of Derivative Security (Instr. 5) | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|----------------------------|------|
| | | | | | | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | |
| | | | | | | Code | V | (A) | (D) | |
| Stock Units | <u>(5)</u> | 05/31/2006 | | M | 501 | <u>(6)</u> | <u>(6)</u> | Common Stock | 501 | \$ 0 |
| Stock Units | <u>(5)</u> | 01/24/2007 | | M | 500 | <u>(6)</u> | <u>(6)</u> | Common Stock | 500 | \$ 0 |
| Stock Units | <u>(5)</u> | 01/31/2008 | | M | 500 | <u>(6)</u> | <u>(6)</u> | Common Stock | 500 | \$ 0 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| NORDSTROM BRUCE A C/O NORDSTROM, INC. 1617 SIXTH AVENUE SEATTLE, WA 98101 | | X | | |

Signatures

Duane E. Adams, Attorney-in-Fact for Bruce A.
Nordstrom

04/08/2008

__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) By self as trustee for my benefit and the benefit of my children under the Bruce A. Nordstrom 2007 Grantor Retained Annuity Trust

(2) By self as trustee for my benefit and the benefit of my children under the Frances Nordstrom Trust.

(3) By self as trustee for my benefit and the benefit of my children under the 1976 Bruce A. Nordstrom Trust.

(4) By self as co-trustee for the benefit of the reporting person's sister, Anne E. Gittinger, with respect to 5,501,520 shares in the Everett Nordstrom Trust. The amount shown does not include the reporting person's nominal interest in 1,049,608 shares held in trusts for the benefit of John Hopen and Susan Dunn, the reporting person's nephew and niece, respectively, and for which the reporting person is a co-trustee. The reporting person is a contingent remainderman with respect to each of these three trusts, but disclaims beneficial ownership of the securities held within these trusts. This report shall not be deemed an admission that the reporting person is the beneficial owner of the securities held within the trusts for purposes of Section 16 or for any other purpose.

(5) 1 for 1

(6) Pursuant to the terms of the issuer's Director Deferred Compensation Plan, these stock units are automatically distributed and converted into the issuer's common stock on the occurrence of certain events, including in installments which began with the reporting person's retirement from the issuer's Board of Directors.

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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