

NORDSTROM INC
Form 5
April 06, 2017

FORM 5

**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).
Form 3 Holdings Reported Form 4 Transactions Reported

ANNUAL 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

1. Name and Address of Reporting Person *
Nordstrom James F JR

(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. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
01/28/2017

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Reporting

(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 at end of Issuer's Fiscal Year (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|--|--|-----------------------------------|
| | | | | (A) or (D) Amount Price | | | |
| Common Stock | 09/15/2015 | ^ | G ⁽¹⁾ | 35,397 D \$ 0 | 106,538 | I | See ⁽²⁾ |
| Common Stock | 09/15/2015 | ^ | G ⁽¹⁾ | 35,397 A \$ 0 | 605,483 | D | ^ |
| Common Stock | 09/08/2016 | ^ | G ⁽³⁾ | 62,808 D \$ 0 | 43,730 | I | See ⁽²⁾ |
| Common Stock | 09/08/2016 | ^ | G ⁽³⁾ | 62,808 A \$ 0 | 668,291 | D | ^ |

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| | | | | | | | | | |
|--------------|------------|---|------------------|--------|---|------|--------|---|---|
| Common Stock | 09/09/2016 | Â | L ⁽⁴⁾ | 43,730 | D | \$ 0 | 0 | I | See ⁽²⁾ |
| Common Stock | 09/09/2016 | Â | G | 14,577 | A | \$ 0 | 24,592 | I | By self as trustee for benefit of child |
| Common Stock | 09/09/2016 | Â | G | 14,576 | A | \$ 0 | 24,592 | I | By self as trustee for benefit of child |
| Common Stock | 09/09/2016 | Â | G | 14,577 | A | \$ 0 | 24,593 | I | By self as trustee for benefit of child |

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 Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. of |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|----------------------------|
| | | | | | | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| | | | | | | (A) | (D) | | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|----------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Nordstrom James F JR C/O NORDSTROM, INC. 1617 SIXTH AVENUE SEATTLE, WA 98101 | Â | Â | Â Executive Vice President | Â |

Signatures

/s/ Paula McGee, Attorney-in-Fact for James F.
Nordstrom, Jr.

04/06/2017

__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 5 is reporting shares held indirectly by the reporting person in a Grantor Retained Annuity Trust which were distributed to the reporting person on September 15, 2015.
- (2) By self as trustee for my benefit and the benefit of my children under the James F. Nordstrom, Jr. 2012 Grantor Retained Annuity Trust.
- (3) This Form 5 is reporting shares held indirectly by the reporting person in a Grantor Retained Annuity Trust which were distributed to the reporting person on September 8, 2016.
- (4) This Form 5 is reporting shares held indirectly by the reporting person in a Grantor Retained Annuity Trust which were distributed to trusts for the benefit of the reporting person's children on September 9, 2016..

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.