Meden Scott A Form 4 March 07, 2019

## FORM 4

### UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

**OMB** Number:

3235-0287

Expires:

5. Relationship of Reporting Person(s) to

(Check all applicable)

Issuer

January 31, 2005

0.5

Estimated average burden hours per

**OMB APPROVAL** 

response...

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue.

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

2. Issuer Name and Ticker or Trading

NORDSTROM INC [JWN]

3. Date of Earliest Transaction

Symbol

1(b).

Meden Scott A

(Last)

(Print or Type Responses)

1. Name and Address of Reporting Person \*

(First)

(Middle)

See Instruction

C/O NORD SIXTH AV		(Month/Day/Year) 03/05/2019				Director X Officer (give below) Chief		% Owner ner (specify	
		4. If Amendment, Date Original Filed(Month/Day/Year)			6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting				
SEATTLE,						Person			
(City)	(State)	(Zip) Ta	ole I - Non-I	Derivative	Secu	rities Acq	uired, Disposed o	of, or Beneficia	ally Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year) 03/05/2019	2A. Deemed Execution Date, if any (Month/Day/Year)	Code (Instr. 8)	4. Securi on A) or D: (Instr. 3,  Amount 7,456 (1)	ispose	d of (D)	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 Beneficial Ownership (Instr. 4)
Common Stock				_		13.33	4,913.0863	I	By 401(k) Plan, per Plan statement dated 2/28/2019
Common Stock							7,300	I	See footnote (2)

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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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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. Transactic Code (Instr. 8)	5. Number of orderivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4,	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amoun Underlying Securiti (Instr. 3 and 4)	
				Code V	and 5) (A) (D)	Date Exercisable	Expiration Date	Title	Amou or Numb of Sha
Employee Stock Option (right to buy)	\$ 45.33	03/05/2019		A	0 (3)	<u>(4)</u>	03/05/2029	Common Stock	0
Performance Share Units	<u>(5)</u>	03/05/2019		A	10,949	03/05/2022	01/29/2022	Common Stock	10,9

# **Reporting Owners**

Relationships Reporting Owner Name / Address

> Director 10% Owner Officer Other

Meden Scott A

C/O NORDSTROM, INC. 1617 SIXTH AVENUE

Chief Marketing Officer

SEATTLE, WA 98101

## **Signatures**

/s/Kaj Trapp, Attorney-in-Fact for Scott A. Meden

03/07/2019

\*\*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).

Restricted Stock Unit vesting in four equal annual installments commencing on 3/10/2020. The number of RSUs to be awarded is a function of base pay, a long-term incentive (LTI) percentage and the fair value of an RSU. The fair value of an RSU is calculated as the

(1) stock price as of the effective date less the present value of Company stock dividends over the vesting period. This calculation requires the input of certain assumptions, including the risk-free interest rate and the expected Company stock dividends. The formula for determining the number of RSUs granted is: number of RSUs = (base pay x LTI%) / RSU fair value.

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- (2) Held in a trust for which reporting person is trustee and beneficiary
- The number of options granted is not known at this time. The number is calculated as a function 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.
- (4) Granted under the issuer's 2010 Equity Incentive Plan, exercisable over four years, with 50% vesting on each of March 10, 2022 and March 10, 2023.
- Each Performance Share Unit (PSU) represents a contingent right to receive one share of the Company's common stock. The percentage (5) 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.