

NORDSTROM INC
Form 4
February 23, 2005

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

(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)
02/18/2005

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 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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	02/18/2005		M		2,106	A	\$ 25.688
Common Stock	02/18/2005		M		2,630	A	\$ 20.563
Common Stock	02/18/2005		M		2,342	A	\$ 23.094
Common Stock	02/18/2005		M		1,786	A	\$ 30.281
Common Stock	02/18/2005		M		14,914	A	\$ 29

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Common Stock	02/18/2005	M	5,519	A	\$ 39.563	981,817	D	
Common Stock	02/18/2005	M	28,604	A	\$ 39.563	1,010,421	D	
Common Stock	02/18/2005	S	57,901	D	\$ 53.081	952,520	D	
Common Stock	02/18/2005	D	4,337 <u>(1)</u>	D	\$ 48.25	948,183	D	
Common Stock						7,760	I	By 401(k) Plan, per Plan statement dated 1/31/05
Common Stock						17,280	I	By wife
Common Stock						12,354	I	By self as trustee for benefit of child
Common Stock						10,258	I	By self as trustee for benefit of child
Common Stock						8,222	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)
							Title
				Code V	(A) (D)		

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					Date Exercisable	Expiration Date		Amount or Number of Shares
Employee Stock Option (right to buy)	\$ 25.688	02/18/2005	M	2,106	<u>(2)</u>	05/21/2006	Common Stock	2,106
Employee Stock Option (right to buy)	\$ 20.563	02/18/2005	M	2,630	<u>(3)</u>	11/19/2006	Common Stock	2,630
Employee Stock Option (right to buy)	\$ 23.094	02/18/2005	M	2,342	<u>(4)</u>	05/20/2007	Common Stock	2,342
Employee Stock Option (right to buy)	\$ 30.281	02/18/2005	M	1,786	<u>(5)</u>	11/18/2007	Common Stock	1,786
Employee Stock Option (right to buy)	\$ 29	02/18/2005	M	14,914	<u>(6)</u>	02/26/2008	Common Stock	14,914
Employee Stock Option (right to buy)	\$ 39.563	02/18/2005	M	5,519	<u>(7)</u>	02/25/2009	Common Stock	5,519
Employee Stock Option (right to buy)	\$ 39.563	02/18/2005	M	28,604	<u>(8)</u>	02/25/2009	Common Stock	28,604

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
NORDSTROM ERIK B C/O NORDSTROM, INC.			Executive Vice President	

1617 SIXTH AVENUE
SEATTLE, WA 98101

Signatures

Duane E. Adams, Attorney-in-Fact for Erik B.
Nordstrom

02/23/2005

**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) Pursuant to an election to settle the reporting person's Performance Rights in cash. The Performance Rights were previously approved by the issuer's Compensation Committee.
- (2) Exercisable in four equal annual installments commencing 5/21/97.
- (3) Exercisable in four equal annual installments commencing 11/19/97.
- (4) Exercisable in four equal annual installments commencing 5/20/98.
- (5) Exercisable in four equal annual installments commencing 11/18/98.
- (6) Exercisable in four equal annual installments commencing 2/26/99.
- (7) Exercisable in four equal annual installments commencing 2/25/00.
- (8) Exercisable in four equal annual installments commencing 2/25/00.

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.