

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

1. Name and Address of Reporting Person* <u>NORDSTROM PETER E</u>  (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 <u>NORDSTROM INC [ JWN ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Pres. &amp; Chief Brand Officer</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>03/06/2023</u>	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

**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							36,436	I	By 401(k) Plan, per Plan statement dated 2/28/2023	

**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 Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date					
Performance Share Units	(1)(2)	03/06/2023		A		96,958		03/10/2026	03/10/2026	Common Stock	\$0	96,958	D	
Employee Stock Option (right to buy) <sup>(3)</sup>	\$19.63	03/06/2023		A		0 <sup>(4)</sup>		03/10/2026	03/06/2033	Common Stock	\$19.63	0 <sup>(4)</sup>	D	

**Explanation of Responses:**

- Each Performance Share Unit (PSU) represents a contingent right to receive 1 share of the Company's common stock. The PSUs may be earned over a 3-year period from FY 2023 through FY 2025, depending on the achievement of certain metrics. The number of PSUs awarded is a function of base pay, a PSU LTI percentage and the fair value of a PSU. The fair value of a PSU is calculated as the 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 PSUs granted is: number of PSUs = (base pay x PSU LTI%) / PSU fair value. The percentage of PSUs granted that will actually be earned at the end of the three-year period is based upon the Company's cumulative sales and earnings before interest and tax ("EBIT") margin results over the same period.
- The minimum percentage of PSUs that can be earned at the end of the three year performance cycle is 75% and the maximum is 150%.
- Granted under the issuer's 2019 Equity Incentive Plan, exercisable 50% on March 10, 2026 and 50% on March 10, 2027.
- 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, expected dividend yield, and expected life. The formula for determining the number of options granted is: (base pay x Option LTI%)/option fair value. This Form 4 will be amended to report the number of options granted when that number has been calculated.

**Remarks:**

Brian B. DeFoe, Attorney-in-Fact for Peter E. Nordstrom 03/08/2023

\*\* Signature of Reporting Person Date

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

\* 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).

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

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 Number.