

| 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 James F JR</u> (Last) (First) (Middle) <u>C/O NORDSTROM, INC.</u> <u>1617 SIXTH AVENUE</u> (Street) <u>SEATTLE WA 98101</u> (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) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) President, Stores |
| | 3. Date of Earliest Transaction (Month/Day/Year) <u>03/09/2020</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 | 03/09/2020 | | A | | 18,449 ⁽¹⁾ | A | \$26.79 | 597,404 | D | |
| Common Stock | | | | | | | | 24,592 | I | By self as trustee for benefit of child 2 |
| Common Stock | | | | | | | | 138,008 | I | See ⁽²⁾ |
| Common Stock | | | | | | | | 429 | I | By wife |
| Common Stock | | | | | | | | 24,592 | I | By self as trustee for benefit of second child |
| Common Stock | | | | | | | | 6,053.2174 | I | By 401(k) Plan, per Plan statement dated 1/31/2020. |
| Common Stock | | | | | | | | 24,593 | I | By self as trustee for benefit of child |
| Common Stock | | | | | | | | 1,945.2031 | I | By wife in 401(k) Plan, per Plan statement dated 1/31/2020 |

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 | | | | | | Amount or Number of Shares |
| Performance Share Units | (3) | 03/09/2020 | | A | | 26,792 | | 03/10/2023 | 03/10/2023 ⁽⁴⁾ | Common Stock | 26,792 | \$0 | 26,792 | D | |

Explanation of Responses:

1. Restricted Stock Unit vesting in four equal annual installments commencing on 3/10/2021. The number of RSUs awarded is a function of base pay, a RSU long-term incentive (LTI) percentage and the fair value of an RSU. The fair value of an RSU 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 RSUs granted is: $\text{number of RSUs} = (\text{base pay} \times \text{RSU LTI}\%) / \text{RSU fair value}$.

2. By self as trustee for my benefit and the benefit of my children under the James F. Nordstrom, Jr. 2017 Annuity Trust I.

3. 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 2020 through FY 2022, 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: $\text{number of PSUs} = (\text{base pay} \times \text{PSU LTI}\%) / \text{PSU fair value}$. The percentage of PSUs granted that will actually be earned at the end of the 3-year period is based upon the Company's free cash flow, earnings before interest and tax (EBIT) margin percent, and market share results over that same period.

4. The actual expiration date of the award may be earlier depending on results during the performance cycle.

Remarks:

April Standridge, Attorney-in-
Fact for James F. Nordstrom, Jr. 03/11/2020

** 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.