

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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).

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 to indicate that a transaction was made pursuant to a contract, instruction or written plan for the purchase or sale of equity securities of the issuer that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.

1. Name and Address of Reporting Person* <u>Lionello Gemma</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) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>President, Nordstrom Rack</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>05/20/2025</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	05/20/2025		D ⁽¹⁾		2,501 ⁽²⁾	D	(2)	91,467	D	
Common Stock	05/20/2025		D ⁽¹⁾		6,882 ⁽²⁾	D	(2)	84,585	D	
Common Stock	05/20/2025		D ⁽¹⁾		25,118 ⁽²⁾	D	(2)	59,467	D	
Common Stock	05/20/2025		D ⁽¹⁾		25,907 ⁽²⁾	D	(2)	33,560	D	
Common Stock	05/20/2025		D ⁽¹⁾		33,560	D	(3)	0	D	
Common Stock	05/20/2025		D ⁽¹⁾		22,630	D	(4)	0	I	By 401(k) Plan, per Plan statement dated 4/30/2025

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	Title	Amount or Number of Shares				
Employee Stock Option (right to buy)	\$51.32	05/20/2025		D ⁽¹⁾			10,806	(5)	(5)	Common Stock	10,806	(5)	0	D	
Employee Stock Option (right to buy)	\$40.5	05/20/2025		D ⁽¹⁾			7,500	(5)	(5)	Common Stock	7,500	(5)	0	D	
Employee Stock Option (right to buy)	\$46.66	05/20/2025		D ⁽¹⁾			5,927	(5)	(5)	Common Stock	5,927	(5)	0	D	
Employee Stock Option (right to buy)	\$45.33	05/20/2025		D ⁽¹⁾			26,735	(5)	(5)	Common Stock	26,735	(5)	0	D	

**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	Title	Amount or Number of Shares				
Employee Stock Option (right to buy)	\$35.52	05/20/2025		D ⁽¹⁾			7,420	(5)	(5)	Common Stock	7,420	(5)	0	D	
Employee Stock Option (right to buy)	\$25.68	05/20/2025		D ⁽¹⁾			7,781	(5)	(5)	Common Stock	7,781	(5)	0	D	
Employee Stock Option (right to buy)	\$19.63	05/20/2025		D ⁽¹⁾			9,882	(6)	(6)	Common Stock	9,882	(6)	0	D	
Performance Share Units	(7)	05/20/2025		D ⁽¹⁾			42,376	(8)	(8)	Common Stock	42,376	(8)	0	D	
Performance Share Units	(7)	05/20/2025		D ⁽¹⁾			27,440	(8)	(8)	Common Stock	27,440	(8)	0	D	

Explanation of Responses:

- On May 20, 2025 pursuant to the Agreement and Plan of Merger ("Merger Agreement"), dated as of December 22, 2024, by and among Nordstrom, Inc. ("Company"), Nordstrom Holdings, Inc. (formerly Norse Holdings, Inc.) ("Parent"), and Navy Acquisition Co. Inc. ("Acquisition Sub"), Acquisition Sub merged with and into the Company (the "Merger"), with the Company surviving as a wholly owned subsidiary of Parent. As a result of the consummation of the Merger, the Common Stock will be delisted from the New York Stock Exchange and deregistered under the Securities Exchange Act of 1934, as amended (the "Exchange Act").
- Represents outstanding unvested restricted stock units ("RSUs") representing the contingent right to receive one share of common stock, no par value, of the Company ("Common Stock"), which, pursuant to the Merger Agreement, immediately prior to the effective time of the Merger (the "Effective Time"), were cancelled and converted into the contingent right to receive a payment in cash of an amount equal to, without interest and less any required tax withholdings, the product of (1) the number of shares of Common Stock subject to such unvested RSU, multiplied by (2) \$24.50, provided, however, that the cash received for such unvested RSU continues to have, and be subject to, the same terms and conditions (including with respect to vesting and timing of payment) as such unvested RSU, subject to certain exceptions set forth in the Merger Agreement.
- Represents shares of Common Stock which, at the Effective Time, were cancelled and converted into the right to receive \$24.25 per share in cash, without interest and less any required tax withholdings.
- Represents shares of Common Stock held indirectly under the Nordstrom 401(k) Plan (the "401(k) Plan") which, at the Effective Time, were disposed pursuant to the Merger Agreement in exchange for the right to receive a cash payment of \$24.25 per share in cash, with such cash reallocated and invested under an alternative investment option under the 401(k) Plan.
- Represents options which, under the Merger Agreement, immediately prior to the Effective Time, were cancelled in exchange for no consideration.
- Represents options which, pursuant to the Merger Agreement, immediately prior to the Effective Time, were cancelled and converted into the contingent right to receive a payment in cash of an amount equal to, without interest and less any required tax withholdings, the product of (1) the total number of shares of Common Stock subject to such cancelled option, multiplied by (2) the excess, if any, of (a) \$24.50 over (b) the exercise price per share of Common Stock subject to such cancelled option; provided, however, that the cash received for any option continued to have, and be subject to, the same terms and conditions (including with respect to vesting and timing of payment) as applied to the corresponding option immediately prior to the Effective Time, subject to certain exceptions set forth in the Merger Agreement.
- Performance share units ("PSUs") represents a contingent right to receive one share of Common Stock.
- Represents outstanding unvested PSUs which, pursuant to the Merger Agreement, immediately prior to the effective date of the Merger, were cancelled and converted into the contingent right to receive a payment in cash of an amount equal to, without interest and less any required tax withholdings, the product of (1) the number of shares of Common Stock subject to such unvested PSU (as eventually determined based on actual performance for the applicable performance period based on the applicable terms of such unvested PSU) multiplied by (2) \$24.50; provided, however, that the cash received for such unvested PSU continues to have, and be subject to, the same terms and conditions (including with respect to vesting and timing of payment) as such PSU, subject to certain exceptions set forth in the Merger Agreement.

Remarks:

Pursuant to the Merger Agreement, as a result of the consummation of the Merger and as of the Effective Time, Nordstrom Common Stock has been delisted from and is no longer traded on the New York Stock Exchange and is being deregistered under the Exchange Act such that the Reporting Person is no longer subject to Section 16 in connection with her transactions in the equity securities of Nordstrom and therefore will no longer report any such transactions on Form 4 or Form 5.

/s/ Brian B. DeFoe, Attorney-in-Fact for Gemma Lionello 05/20/2025

** 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.

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