

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, DC 20549

FORM 10-Q

QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES
EXCHANGE ACT OF 1934

For the quarterly period ended July 30, 2005

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES
EXCHANGE ACT OF 1934

For the transition period from _____ to _____
Commission File Number 001-15059

Nordstrom, Inc.

(Exact name of Registrant as specified in its charter)

Washington

91-0515058

(State or other jurisdiction of
incorporation or organization)

(IRS Employer
Identification No.)

1617 Sixth Avenue, Seattle, Washington 98101

(Address of principal executive offices) (Zip code)

Registrant's telephone number, including area code: (206) 628-2111

Indicate by check mark whether the Registrant (1) has filed all reports
required to be filed by Section 13 or 15(d) of the Securities Exchange Act of
1934 during the preceding 12 months (or for such shorter period that the
Registrant was required to file such reports), and (2) has been subject to
such filing requirements for the past 90 days.

YES X NO _____

Indicate by check mark whether the registrant is an accelerated filer
(as defined in Rule 12b-2 of the Exchange Act). YES X NO _____

Indicate by check mark whether the registrant is a shell company (as
defined in Rule 12b-2 of the Exchange Act). YES NO X _____

Common stock outstanding as of August 19, 2005: 273,352 shares of common
stock.

Item 1-	
Financial	
Statements	
(unaudited)	
Condensed	
Consolidated	
Statements	
of Earnings	
Quarter and	
Year to Date	
ended July	
30, 2005 and	
July 31,	
2004 3	
Condensed	
Consolidated	
Balance	
Sheets July	
30, 2005,	
January 29,	
2005 and	
July 31,	
2004 4	
Condensed	
Consolidated	
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of	
Shareholders'	
Equity Year	
to Date	
ended July	
30, 2005 and	
July 31,	
2004 5	
Condensed	
Consolidated	
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NORDSTROM,
INC. AND
SUBSIDIARIES
CONDENSED
CONSOLIDATED
STATEMENTS OF
EARNINGS
(amounts in
thousands
except per
share amounts
and
percentages)
(unaudited)
Quarter Ended
Year to Date
Ended -----

July 30, July
31, July 30,
July 31, 2005
2004 2005
2004 -----

	Net
sales	
\$2,106,438	
\$1,953,480	
\$3,760,912	
\$3,488,970	
Cost of sales	
and related	
buying and	
occupancy	
costs	
(1,347,515)	
(1,270,892)	
(2,393,680)	
(2,243,824)	

Gross	
profit	
758,923	
682,588	
1,367,232	
1,245,146	
Selling,	
general and	
administrative	
expenses	

~~(551,196)~~
~~(536,233)~~
~~(1,016,618)~~
~~(988,967)~~

~~Operating
income
207,727
146,355
350,614
256,179
Interest
expense, net
(10,904)
(14,091)
(23,543)
(50,775)
Other income
including
finance
charges, net
44,970 43,002
87,702 82,489~~

~~Earnings
before income
taxes 241,793
175,266
414,773
287,893
Income tax
expense
(92,875)
(68,351)
(161,317)
(112,251)~~

~~Net earnings
\$ 148,918 \$
106,915 \$
253,456 \$
175,642~~

~~Basic
earnings per
share \$ 0.54
\$ 0.38 \$ 0.93
\$ 0.63~~

~~Diluted
earnings per
share \$ 0.53
\$ 0.37 \$ 0.91
\$ 0.62 Basic~~

~~shares
273,379
281,469
273,225
279,844
Diluted
shares
279,169
286,994
278,832
285,481~~

~~Quarter Ended
Year to Date
Ended~~

~~July 30, July
31, July 30,~~

July 31, (%
of Net sales)
(1) 2005-2004
2005-2004

— Net sales
100.0% 100.0%
~~100.0% 100.0%~~
Cost of sales
and related
buying and
occupancy
costs (64.0%)
(65.1%)
(63.6%)
(64.3%)

Gross profit
36.0% 34.9%
36.4% 35.7%
Selling,
general and
administrative
expenses
(26.2%)
(27.5%)
(27.0%)
(28.3%)

Operating
income 9.9%
7.5% 9.3%
7.3% Interest
expense, net
(0.5%) (0.7%)
(0.6%) (1.5%)
Other income
including
finance
charges, net
2.1% 2.2%
2.3% 2.4%

— Earnings
before income
taxes 11.5%
9.0% 11.0%
8.3% Income
tax
expense(2)
(38.4%)
(39.0%)
(38.0%)
(39.0%)

Net earnings
7.1% 5.5%
6.7% 5.0%

- (1) Subtotals and totals may not foot due to rounding
(2) Percent of earnings before income taxes

The accompanying Notes to the Condensed Consolidated Financial Statements are an integral part of these financial statements.

NORDSTROM,
 INC. AND
 SUBSIDIARIES
 CONDENSED
 CONSOLIDATED
 BALANCE
 SHEETS

(amounts in
 thousands)
 (unaudited)

July 30,
 January 29,
 July 31,
 2005 2005
 2004 -----
 --- -----
 --- -----

- ASSETS

Current

Assets: Cash
 and cash

equivalents

~~\$ 462,875~~ \$

~~360,623~~ \$

319,332

Short term
 investments

~~34,000~~

41,825

165,575

Accounts
 receivable,

net ~~701,882~~

645,663

721,510

Investment
 in asset

backed

securities

~~515,596~~

422,416

381,940

Merchandise
 inventories

~~989,365~~

917,182

1,024,853

Current

deferred tax
 assets

~~140,745~~

131,547

132,158

Prepaid

expenses and
 other ~~50,101~~

53,188

~~48,105~~

----- Total

current

assets

~~2,894,564~~

2,572,444

2,793,473

Land,
 buildings

and

equipment

(net of

accumulated
 depreciation

of

~~\$2,444,359,~~

\$2,310,607

and

~~\$2,221,299)~~

1,771,492

~~1,780,366~~
~~1,772,752~~
Goodwill,
net ~~51,714~~
51,714
51,714
Tradename,
net 84,000
84,000
84,000 Other
assets
114,643
116,866
~~110,942~~

TOTAL
ASSETS

~~\$4,916,413~~
~~\$4,605,390~~
\$4,812,881

LIABILITIES
AND
SHAREHOLDERS'
EQUITY

Current
Liabilities:

Accounts
payable \$
~~714,429~~ \$
~~482,394~~ \$
699,432
Accrued
salaries,
wages and
related
benefits
226,307
287,904
241,823
Other
current
liabilities
365,569
354,201
305,992

Income taxes
payable
107,713
115,556
86,309

Current
portion of
long term
debt ~~4,840~~
101,097
~~103,129~~

Total
current

liabilities
1,418,858
1,341,152
1,436,685

Long term
debt ~~923,952~~
929,010

927,227
Deferred
property
incentives,
net ~~355,197~~
367,087

391,837
Other
liabilities
199,724

~~179,147~~
~~185,692~~
Shareholders'
Equity:
Common
stock, no
par:
1,000,000
shares
authorized;
273,683,
271,331 and
282,871
shares
issued and
outstanding
646,684
552,655
517,718
Unearned
stock
compensation
(550) (299)
(448)
Retained
earnings
1,365,888
1,227,303
1,346,035
Accumulated
other
comprehensive
earnings
6,660 9,335
8,135

Total
shareholders'
equity
2,018,682
1,788,994
1,871,440

TOTAL
LIABILITIES
AND
SHAREHOLDERS'
EQUITY
\$4,916,413
\$4,605,390
\$4,812,881
=====

The accompanying Notes to the Condensed Consolidated Financial Statements are an integral part of these financial statements.

NORDSTROM, INC. AND SUBSIDIARIES CONDENSED CONSOLIDATED STATEMENTS OF SHAREHOLDERS' EQUITY (amounts in thousands except per share amounts) (unaudited)			
Retained	Comprehensive	Shares	Amount
Earnings	Earnings	Amount	Earnings
Total	-----		
Balance at January 29, 2005	271,331	\$552,655	\$(299)
\$1,227,303	\$9,335	\$1,788,994	Net earnings 253,456
			253,456
Other comprehensive earnings: Foreign currency translation adjustment (1,743) (1,743)			
Fair value adjustment to investment in asset backed securities, net of tax of \$596			
(932)	(932)		Comprehensive net earnings 250,781
			Cash dividends paid (\$0.15 per share) (40,994)
			(40,994)
			Issuance of common stock for: Stock option plans 4,389
			81,439
			81,439 Employee stock purchase plan 532
			9,484
			9,484 Stock-based compensation 124
			3,106 (251)
			2,855
			Repurchase of common stock (2,693)
			(73,877)
			(73,877)

Balance at July 30, 2005
~~273,683 \$646,684 \$(550) \$1,365,888 \$6,660 \$2,018,682~~

Accumulated Other Common Stock Unearned Retained Comprehensive	Shares Amount Compensation Earnings Earnings Total	Balance at
		January 31, 2004 276,753 \$424,645 \$(597) \$1,201,093 \$8,868
\$1,634,009 Net earnings	175,642	175,642 Other comprehensive
earnings: Foreign currency translation adjustment	160	160
Fair value adjustment to investment in asset backed securities, net	of tax of \$571	(893) Comprehensive net
earnings	174,909	Cash dividends paid (\$0.11 per share)
(30,700)	(30,700)	Issuance of common stock for: Stock option
plans 5,393	82,040	Employee stock purchase plan 570
6,683	6,683	Stock based compensation 155 4,350 149 4,499
		Balance at July 31, 2004 282,871 \$517,718 \$(448) \$1,346,035 \$8,135
		\$1,871,440

The accompanying Notes to the Condensed Consolidated Financial Statements are an integral part of these financial statements.

NORDSTROM,
 INC. AND
 SUBSIDIARIES
 CONDENSED
 CONSOLIDATED
 STATEMENTS
 OF CASH
 FLOWS

(amounts in
 thousands)
 (unaudited)
 Year to
 Date Ended

 --- July
 30, July
 31, 2005
 2004 -----

OPERATING
 ACTIVITIES:
 Net
 earnings
 \$253,456
 \$175,642
 Adjustments
 to
 reconcile
 net
 earnings to
 net cash
 provided by
 operating
 activities:
 Depreciation
 and
 amortization
 of
 buildings
 and
 equipment
 137,436
 130,235
 Amortization

of deferred	
property	
incentives	
and other,	
net	
(15,664)	
(15,690)	
Stock-based	
compensation	
expense	
7,474	5,482
Deferred	
income	
taxes, net	
2,420	
(3,595)	
Tax	
benefit on	
stock	
option	
exercises	
and	
employee	
stock	
purchases	
26,872	
17,823	
Provision	
for bad	
debt	
expense	
10,064	
12,731	
Change in	
operating	
assets and	
liabilities:	
Accounts	
receivable	
(67,230)	
(68,087)	
Investment	
in asset	
backed	
securities	
(94,112)	
(111,110)	
Merchandise	
inventories	
(71,717)	
(111,810)	
Prepaid	
expenses	
(71)	(463)
Other	
assets	
(1,936)	
(10,462)	
Accounts	
payable	
191,087	
193,469	
Accrued	
salaries,	
wages and	
related	
benefits	
(67,260)	
(34,864)	
Other	
current	
liabilities	
(938)	
(8,710)	
Income	
taxes	
payable	
(7,842)	
1,505	
Property	
incentives	
21,613	689

Other
liabilities
15,959
~~19,529~~

~~Net
cash
provided by
operating
activities
339,611
192,314~~

INVESTING
ACTIVITIES:

Capital
expenditures
(131,384)
(102,201)
Proceeds
from sale
of assets
5,473
Sales
of short-
term
investments
297,325
1,979,050
Purchases
of short-
term
investments
(289,500)
(1,968,625)
Other, net
(139) 205

~~Net cash
used in
investing
activities
(123,698)
(86,098)~~

FINANCING
ACTIVITIES:

Principal
payments on
long term
debt
(98,650)
(201,325)
Increase in
cash book
overdrafts
35,633
33,959
Proceeds
from
exercise of
stock
options
55,413
64,624
Proceeds
from
employee
stock
purchase
plan 8,640
6,277
Cash
dividends
paid
(40,994)
(30,700)
Repurchase
of common
stock

(73,913)	
Other, net	
210	
<hr/>	
Net	
cash used	
in	
financing	
activities	
(113,661)	
(127,165)	
<hr/>	
Net	
increase	
(decrease)	
in cash and	
cash	
equivalents	
102,252	
(20,949)	
Cash and	
cash	
equivalents	
at	
beginning	
of period	
360,623	
340,281	
<hr/>	
Cash and	
cash	
equivalents	
at end of	
period	
\$462,875	
\$310,332	
=====	
=====	

The accompanying Notes to the Condensed Consolidated Financial Statements are an integral part of these financial statements.

NORDSTROM, INC. AND SUBSIDIARIES
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
(amounts in thousands except per share amounts and percentages)
(unaudited)

Note 1 - Summary of Significant Accounting Policies

Basis of Presentation

The accompanying condensed consolidated financial statements should be read in conjunction with the Notes to Consolidated Financial Statements contained in our 2004 Annual Report. The same accounting policies are followed for preparing quarterly and annual financial data. All adjustments necessary for the fair presentation of the results of operations, financial position and cash flows have been included and are of a normal, recurring nature.

Our business, like that of other retailers, is subject to seasonal fluctuations. Our Anniversary Sale in July and the holidays in December typically result in higher sales in the second and fourth quarters of our fiscal years. Accordingly, results for any quarter are not necessarily indicative of the results that may be achieved for a full fiscal year.

Critical Accounting Policies

The preparation of our financial statements requires that we make estimates and judgments that affect the reported amounts of assets, liabilities, revenues and expenses, and disclosure of contingent assets and liabilities. We regularly evaluate our estimates, including those related to off-balance sheet financing, inventory valuation, sales return accruals, self-insurance liabilities, doubtful accounts, intangible assets, income taxes, post-retirement benefits, contingent liabilities and litigation. We base our

estimates on historical experience and other assumptions that we believe to be reasonable under the circumstances. Actual results may differ from these estimates. Our accounting policies and methodologies in 2005 are consistent with those discussed in our 2004 Annual Report.

Two-for-one Stock Split

On May 24, 2005, our Board of Directors approved a two-for-one stock split of our outstanding common stock and a proportional increase in the number of common shares authorized from 500,000 to 1,000,000. Additional shares issued as a result of the stock split were distributed on June 30, 2005 to shareholders of record as of June 13, 2005. The shares and per share information included herein have been adjusted to reflect this stock split.

Stock Compensation

We apply APB No. 25, "Accounting for Stock Issued to Employees," in measuring compensation costs under our stock-based compensation programs, which is described more fully in our 2004 Annual Report.

We expect to adopt SFAS No. 123(R), "Share-Based Payment" in the first quarter of 2006. In connection with the implementation of SFAS No. 123(R), the SEC Staff issued additional guidance recently for stock options granted to employees who will be eligible to retire before the normal vesting of their stock options. If we had followed the SEC Staff's recently issued guidance, the impact would be immaterial in the first half of 2005 and 2004.

The table below illustrates the effect on net earnings and earnings per share if we had applied the fair value recognition provisions of SFAS No. 123, "Accounting for Stock-Based Compensation."

NORDSTROM, INC. AND SUBSIDIARIES
 NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
 (amounts in thousands except per share amounts and percentages)
 (unaudited)

Note 1 - Summary of Significant Accounting Policies (Cont.)

Quarter Ended Year to Date Ended ----- ----- ----- July 30, July 31, July 30, July 31, 2005 2004 2005 2004 ----- ----- -----	
--- Net earnings, as reported	
	\$148,918
	\$106,915
	\$253,456
	\$175,642
Add: stock- based compensation expense included in reported net earnings, net of tax	
	3,696 2,573
	4,567 3,344
Deduct: stock based	

~~compensation~~
~~expense~~
~~determined~~
~~under fair~~
~~value, net~~
~~of tax~~
~~(7,911)~~
~~(7,848)~~
~~(13,628)~~
~~(13,673)~~

~~Pro~~
~~forma net~~
~~earnings~~
~~\$144,703~~
~~\$101,640~~
~~\$244,395~~
~~\$165,313~~

~~Earnings~~
~~per share:~~
~~Basic as~~
~~reported~~
~~\$0.54 \$0.38~~
~~\$0.93 \$0.63~~
~~Diluted~~
~~as reported~~
~~\$0.53 \$0.37~~
~~\$0.91 \$0.62~~
~~Basic pro~~
~~forma \$0.53~~
~~\$0.36 \$0.89~~
~~\$0.59~~
~~Diluted~~
~~pro forma~~
~~\$0.52 \$0.35~~
~~\$0.88 \$0.58~~

Note 2 - Post-retirement Benefits

The expense components of our Supplemental Executive Retirement Plan, which provides retirement benefits to certain officers and select employees, are as follows:

Quarter	Ended Year	to Date	Ended
-----	-----	-----	-----
July 30,	July 31,	July 30,	July 31,
2005	2004	2005	2004
-----	-----	-----	-----
Service	cost	\$496	\$372 \$909
			\$744
Interest	cost	1,027	991 2,045
		1,982	
Amortization	of net loss	413 386 827	772
Amortization			

of prior
 service
 cost 255
~~240 495 480~~

Total
 expense
 \$2,191
~~\$1,989~~
~~\$4,276~~
 \$3,978

NORDSTROM, INC. AND SUBSIDIARIES
 NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
 (amounts in thousands except per share amounts and percentages)
 (unaudited)

Note 3 - Earnings Per Share

Quarter
 Ended Year
 to Date
 Ended -----

July 30,
 July 31,
 July 30,
 July 31,
 2005 2004
 2005 2004 -

Net
 earnings
 \$148,918
~~\$106,915~~
~~\$253,456~~
 \$175,642

Basic
 shares
 273,379
~~281,469~~
~~273,225~~
 279,844
 Dilutive
 effect of
 stock
 options and
 performance
 share units
~~5,790 5,525~~
~~5,607 5,637~~

~~Diluted
shares
279,169
286,994
278,832
285,481~~

~~=====~~
~~=====~~
~~=====~~

~~Basic
earnings
per share
\$0.54 \$0.38
\$0.93 \$0.63
Diluted
earnings
per share
\$0.53 \$0.37
\$0.91 \$0.62
Antidilutive
stock
options and
other 150
150 20~~

Note 4 - Accounts Receivable

The components of accounts receivable are as follows:

~~-----

---- July
30, January
29, July
31, 2005
2005 2004 -

-----~~

~~Trade
receivables:
Unrestricted
\$ 29,182 \$
31,400 \$
24,228
Restricted
601,972
568,062
618,109
Allowance
for
doubtful
accounts
(18,259)
(19,065)
(19,934)~~

~~-----
-----~~

~~Trade
receivables,
net 612,895
580,397
622,403
Other
88,987
65,266
99,107~~

~~-----
-----~~

~~Accounts
receivable,
net
\$701,882~~

\$645,663
\$721,510

=====
=====
=====

Our restricted trade receivables relate to our Nordstrom private label retail card, which back the \$300,000 Class A notes and the \$150,000 variable funding note. The unrestricted trade receivables consist primarily of our Faconnable trade receivables and Nordstrom private label receivables that are not eligible for securitization, such as foreign and business receivables exceeding a contractual threshold.

Other accounts receivable consist primarily of credit card receivables due from third party financial institutions and vendor rebates, which are believed to be fully realizable as they are collected soon after they are earned.

NORDSTROM, INC. AND SUBSIDIARIES
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
(amounts in thousands except per share amounts and percentages)
(unaudited)

Note 5 - Investment in Asset Backed Securities

Our investment in asset backed securities and the off-balance sheet financing are described in Note 9 of our 2004 Annual Report. The following table presents the co-branded Nordstrom VISA credit card balances and the estimated fair value of our investment in asset backed securities:

	July 30, January 29, July 31, 2005 2005 2004	
Total face value of co-branded Nordstrom VISA credit card principal receivables	\$703,237	\$612,549
	\$567,975	
Securities issued by the VISA Trust: Off-balance sheet (sold to third parties): 2002 Class A & B Notes at par value	\$200,000	\$200,000
	\$200,000	\$200,000
Amounts		

~~recorded~~
~~on balance~~
~~sheet:~~
~~Investment~~
~~in asset~~
~~backed~~
~~securities~~
~~at fair~~
~~value~~
~~\$515,596~~
~~\$422,416~~
~~\$381,940~~
=====

In 2004, we revised the repayment period assumption in our valuation model that we use to determine the fair value of the VISA Trust. The 2004 repayment period assumption is based on historical payment, default and finance charge yield experience on a specific account basis. The prior repayment period assumption was based on our ongoing payment experience, which included payments by card holders who pay their account balance in full each month. While the assumptions used below are different in 2004, the impact of the assumption change was not significant and does not reflect a change in the underlying quality of the portfolio. The following table presents the key assumptions we use to value the investment in asset backed securities:

-- July
30,
January
29, July
31, 2005
2005 2004

Weighted
average
remaining
life (in
months)
7.2 8.1
2.3
Average
credit
losses
6.9% 6.9%
5.0%
Average
gross
yield
17.5%
15.8%
17.7%
Weighted
average
coupon on
issued
securities
4.6% 3.8%
1.8%
Average
payment
rates 8.2%
7.5% 24.1%
Discount
rate on
investment
in asset
backed
securities
5.6% to
9.7% 4.5%
to 9.0%
7.5% to
13.3%

based on LIBOR plus a margin of 2.3% set at six-month intervals (6.238% at July 30, 2005.) The fair value of our interest rate swap is as follows:

July 30,
 January
 29, July
 31, 2005
 2005
 2004 ---

Interest
 rate
 swap
 fair
 value

~~\$(10,507)~~
~~\$(7,821)~~
~~\$(11,901)~~

NORDSTROM, INC. AND SUBSIDIARIES
 NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
 (amounts in thousands except per share amounts and percentages)
 (unaudited)

Note 7 - Segment Reporting

The following tables set forth the information for our reportable segments and a reconciliation to the consolidated totals:

Quarter ended
Retail
Credit
Catalog/
Corporate
July 30,
2005
Stores(1)
Operations
Internet
and Other
Eliminations
Total - ---

Net sales
~~\$2,020,234~~

~~\$ 86,204~~
~~\$ -~~
\$2,106,438
Intersegment
revenues
4,920
11,826
(16,746)
Interest
expense,
net (144)
(6,311)
(4,449)
(10,904)
Other
income
including
finance
charges,
net (3,364)
58,706 (17)
(10,355)
44,970
Earnings
before
taxes
273,585
13,408
10,253
(55,453)
241,793
Quarter
ended
Retail
Credit
Catalog/
Corporate
July 31,
2004 Stores
Operations
Internet
and Other
Eliminations
Total

Net sales
\$1,868,808
\$ 84,672
\$ -
\$1,953,480
Intersegment
revenues
9,723
11,051
(20,774)
Interest
expense,
net (138)
(5,862) 18
(8,109)
(14,091)
Other
income
including
finance
charges,
net (1,176)
51,613
(212)
(7,223)
43,002
Earnings
before

~~taxes~~
~~211,593~~
~~9,837,4,246~~
~~(50,410)~~
~~175,266~~
~~Year to~~
~~date ended~~
~~Retail~~
~~Credit~~
~~Catalog/~~
~~Corporate~~
~~July 30,~~
~~2005~~
~~Stores(1)~~
~~Operations~~
~~Internet~~
~~and Other~~
~~Eliminations~~
~~Total~~

~~Net sales~~
~~\$3,590,757~~
~~\$ 170,155~~
~~\$ -~~
~~\$3,760,912~~

~~Intersegment~~
~~revenues~~
~~8,703~~
~~19,720~~
~~(28,423)~~
~~Interest~~
~~expense,~~
~~net (325)~~
~~(12,548)~~
~~(10,670)~~
~~(23,543)~~
~~Other~~
~~income~~
~~including~~
~~finance~~
~~charges,~~
~~net (4,795)~~
~~108,735~~
~~(36)~~
~~(16,202)~~
~~87,702~~

~~Earnings~~
~~before~~
~~taxes~~
~~479,808~~
~~25,001~~
~~17,819~~
~~(107,855)~~
~~414,773~~

~~Assets~~
~~2,721,448~~
~~1,169,190~~
~~111,066~~
~~914,709~~
~~4,916,413~~
~~Year to~~
~~date ended~~
~~Retail~~
~~Credit~~
~~Catalog/~~
~~Corporate~~
~~July 31,~~
~~2004~~
~~Stores~~
~~Operations~~
~~Internet~~
~~and Other~~
~~Eliminations~~
~~Total~~

Net sales
\$3,323,415
\$165,555
\$-
\$3,488,970
Intersegment
revenues
13,760
18,651
(32,411)
Interest
expense,
net (2)
(263)
(11,225) 87
(39,374)
(50,775)
Other
income
including
finance
charges,
net (3,850)
99,144
(446)
(12,359)
82,489
Earnings
before
taxes
388,716
19,960
10,237
(131,020)
287,893
Assets
2,736,279
1,042,091
120,729
913,782
4,812,881

As of July 30, 2005, January 29, 2005, and July 31, 2004, Retail Stores assets included \$35,998 of goodwill and \$84,000 of tradename, and Catalog/Internet assets included \$15,716 of goodwill.

(1) Beginning in the first quarter of 2005, we started to integrate the merchandise buying and marketing activities of our Retail Stores and Catalog/Internet segments. In 2005, the expenses for these activities are included in the Retail Stores segment.

(2) During the first quarter of 2004, we retired \$196,770 of our 8.95% senior notes and \$973 of our 6.7% medium-term notes for a total cash payment of \$219,587. We recorded a pre-tax charge of \$20,842 in interest expense, net related to this purchase in Corporate and Other.

We are involved in routine claims, proceedings, and litigation arising from the normal course of our business. We do not believe any such claim, proceeding or litigation, either alone or in aggregate, will have a material impact on our results of operations, financial position, or liquidity.

Item 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

The following discussion should be read in conjunction with the Management's Discussion and Analysis section of our 2004 Annual Report. All dollar amounts are in millions except per share amounts.

RESULTS OF OPERATIONS

Overview

Earnings for the second quarter of 2005 increased 39% to \$148.9, or \$0.53 per diluted share, from \$106.9, or \$0.37 per diluted share, for the same period in 2004. For the year to date period ended July 30, 2005, earnings increased 44% to \$253.5, or \$0.91 per diluted share, from \$175.6, or \$0.62 per diluted share, for the same period in 2004.

For the second quarter of 2005, we planned to achieve same-store sales increases over last year in the low single digits. Our actual same-store sales were 6.2% greater than last year for both the quarter and year to date periods ended July 30, 2005. We held our fixed operating costs in-line with our plan for both the quarter and year to date periods. As a result of the additional same-store sales and the control of fixed operating expenses, we increased our earnings and we improved two key operating metrics for the quarter and year to date periods ended July 30, 2005 as compared to the same periods in 2004: gross profit as a percentage of net sales, which increased 110 basis points for the quarter and 70 basis points for the year to date period, and selling, general and administrative expenses as a percentage of net sales, which improved 130 basis points for the quarter and year to date periods. We refer to these types of rate improvements as "leverage" on additional sales.

In the first quarter of 2004, we incurred prepayment and deferred debt costs of \$20.8, or \$0.08 per diluted share, upon prepayment of \$197.7 of long-term debt. We did not incur similar costs in 2005, which also improved our year to date 2005 results in relation to the 2004 results.

Item 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS (CONT.)

Net Sales

Total net sales increased 7.8% for both the quarter and year to date periods over the same periods in the prior year, primarily due to same-store sales increases. Same-store sales increased 6.2% for both the quarter and year to date periods. Both our Full-Line and Rack stores had overall and same-store sales increases, suggesting that our merchandise offering is continuing to appeal to customers. In addition, same-store sales for our Anniversary Sale event, which has a material impact to the second quarter, increased in the mid-single digit range. For both the quarter and year to date periods:

- all of our geographic regions reported same-store sales increases,
- our strongest regional performances were in the Southern and Southwest states, and
- our best performing merchandise divisions were accessories, men's

wear, cosmetics, and the designer and junior segments of women's apparel.

In addition, total sales benefited from the six Full-Line stores and two Rack stores opened since August 2003, increasing our retail square footage by 5% during the last two years.

Gross
Profit - -

- Second
Quarter
Year to
Date -----

---- 2005
2004 2005
2004 -----

~~Gross
profit as
a
percentage
of net
sales~~
36.0%
34.9%
36.4%
35.7%

Gross profit as a percentage of net sales improved 110 basis points for the quarter and 70 basis points for the year to date period ended July 30, 2005. The quarter and year to date performance was due to leverage on buying and occupancy expenses from increased sales volume and lower markdowns. Our inventory levels declined slightly compared to the prior year, consistent with our goal of improving our inventory turnover rate (the inventory turnover rate for the last four quarters was 4.58 at July 2005 and 4.25 at July 2004). This resulted in a 2.1% reduction in our average inventory per square foot compared to the prior year.

Selling, General and Administrative Expense

Second
Quarter Year
to Date -----

----- 2005
2004 2005
2004 -----

~~Selling,
general and
administrative
expenses as a
percentage of
net sales~~
26.2% 27.5%
27.0% 28.3%

Selling, general and administrative expenses as a percentage of net sales improved 130 basis points for the quarter and year to date periods. The quarter and year to date performance was primarily from leverage on same-store sales increases as we used our existing infrastructure to support increased sales. We continued to control and leverage our fixed general and administrative expenses, especially non-selling labor.

Item 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS (CONT.)

Interest Expense, net

Interest expense, net decreased by \$3.2 to \$10.9 for the quarter ended July

30, 2005 compared to the same period in 2004. The decrease is primarily due to increased interest income from higher cash balances.

Interest expense, net decreased by \$27.2 to \$23.5 for the year to date period ended July 30, 2005 compared to the same period in 2004. The decrease is primarily due to debt prepayment costs of \$20.8 incurred in 2004 in connection with a \$197.7 debt buyback. We did not incur similar costs in 2005.

Other Income Including Finance Charges, net

Other income including finance charges, net increased by \$2.0 for the quarter and \$5.2 for the year to date period ended July 30, 2005. The increase is primarily due to growth in our co-branded Nordstrom VISA credit card transaction volume and related finance charges.

Seasonality

Our business, like that of other retailers, is subject to seasonal fluctuations. Our Anniversary Sale in July and the holidays in December typically result in higher sales in the second and fourth quarters of our fiscal years. Accordingly, results for any quarter are not necessarily indicative of the results that may be achieved for a full fiscal year.

LIQUIDITY AND CAPITAL RESOURCES

Overall, cash and short-term investments increased by \$94.4 in the first two quarters of 2005 to \$496.9 as of July 30, 2005 due to cash from operations, which were partially offset by capital expenditures and a scheduled debt payment.

Operating Activities

Net cash flow from operating activities increased by \$147.3 to \$339.6 in 2005 as compared to the prior period primarily due to the increase in our net earnings. Other factors that increased the 2005 cash flow from operations were our increased inventory turnover rate and property incentive receipts associated with stores opening in 2005.

Investing Activities

Net cash used in investing activities increased in 2005 as compared to 2004, primarily due to capital expenditures for new stores and store remodels; this increase is offset from an overall perspective by the property incentive receipts, which are classified as operating activities.

Year to date, we opened one Full-Line store in Atlanta, Georgia. Throughout the remainder of the year, we plan to open three Full-Line stores. Stores will open in San Antonio, Texas at The Shops at La Cantera on September 16th and in Irvine, Calif. at The Irvine Spectrum on September 30th. The final opening of the year will be on November 11th in Dallas, Texas at NorthPark Center. Gross square footage for the year is expected to increase approximately 3.4%, from 19,397,000 to 20,048,000.

Item 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS (CONT.)

Financing Activities

Net cash used in financing activities decreased \$13.5 to \$113.7 in 2005. In 2004 and 2005, we utilized cash on hand to retire debt. In both years, employee stock option exercises have increased our cash balances. Our cash dividends paid in 2005 increased as we returned a portion of our increased net earnings to our shareholders.

In August 2004, our Board of Directors authorized \$300.0 of share repurchases. Following this authorization, we repurchased \$300.0 of our common shares by the end of 2004. In February 2005, our Board of Directors authorized an additional \$500.0 of share repurchases. The actual number and timing of share repurchases will be subject to market conditions and applicable SEC rules. Year to date in 2005, we have purchased 2,691,200 shares for \$73.9 at an average price of \$27.45 per share.

Liquidity

- - - - -

We maintain a level of liquidity to allow us to cover our seasonal cash needs and to minimize our need for short-term borrowings. We believe that our operating cash flows, existing cash and available credit facilities are sufficient to finance our cash requirements for the next 12 months.

Over the long term, we strive to manage our cash and capital structure to maximize shareholder return, strengthen our financial position and maintain flexibility for future strategic initiatives. We continuously assess our debt and leverage levels, capital expenditure requirements, principal debt repayments, dividend payouts, potential share repurchases, and future investments or acquisitions. We believe our operating cash flows, existing cash, and available credit facilities, as well as any potential future borrowing facilities will be sufficient to fund scheduled future payments and potential long-term initiatives.

CRITICAL ACCOUNTING POLICIES

- - - - -

The preparation of our financial statements requires that we make estimates and judgments that affect the reported amounts of assets, liabilities, revenues and expenses, and disclosure of contingent assets and liabilities. We regularly evaluate our estimates, including those related to off-balance sheet financing, inventory valuation, sales return accruals, self-insurance liabilities, doubtful accounts, intangible assets, income taxes, post-retirement benefits, contingent liabilities and litigation. We base our estimates on historical experience and other assumptions that we believe to be reasonable under the circumstances. Actual results may differ from these estimates. Our accounting policies and methodologies in 2005 are consistent with those discussed in our 2004 Annual Report.

Effective February 2005, Nordstrom Direct sales, which include catalog and Internet, are included in same-store sales. See Note 7 in our Notes to Condensed Consolidated Financial Statements on page 12 for further details.

Item 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS (CONT.)

FORWARD-LOOKING INFORMATION CAUTIONARY STATEMENT

- - - - -

The preceding disclosures included forward-looking statements regarding our performance, liquidity, capital expenditures and adequacy of capital resources. These statements are based on our current assumptions and expectations and are subject to certain risks and uncertainties that could cause actual results to differ materially from those projected. Forward-looking statements are qualified by the risks and challenges posed by our ability to predict fashion trends, consumer apparel buying patterns, our ability to control costs, weather conditions, hazards of nature, trends in personal bankruptcies and bad debt write-offs, changes in interest rates, employee relations, our ability to continue our expansion plans, potential opportunities that may be related to the current changes in our industry, changes in governmental or regulatory requirements, and the impact of economic and competitive market forces, including the impact of terrorist activity or the impact of a war on us, our customers and the retail industry. As a result, while we believe there is a reasonable basis for the forward-looking statements, you should not place undue reliance on those statements. We undertake no obligation to update or revise any forward-looking statements to reflect subsequent events, new information or future circumstances. This discussion and analysis should be read in conjunction with the Condensed Consolidated Financial Statements.

Item 4. CONTROLS AND PROCEDURES

As of the end of the period covered by this Quarterly Report on Form 10-Q, we performed an evaluation under the supervision and with the participation of management, including our President and Chief Financial Officer, of our

disclosure controls and procedures (as defined in Rules 13a-15(e) or 15d-15(e) under the Securities and Exchange Act of 1934 (the "Exchange Act")). Based upon that evaluation, our President and Chief Financial Officer concluded that, as of the end of the period covered by this Quarterly Report, our disclosure controls and procedures are effective in the timely recording, processing, summarizing and reporting of material financial and non-financial information.

There has been no change in our internal control over financial reporting (as defined in Rules 13a-15(f) or 15d-15(f) of the Exchange Act) during our most recently completed fiscal quarter that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

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PART II - OTHER INFORMATION

Item 1. Legal Proceedings

Cosmetics

We were originally named as a defendant along with other department store and specialty retailers in nine separate but virtually identical class action lawsuits filed in various Superior Courts of the State of California in May, June and July 1998 that were consolidated in Marin County Superior Court. In May 2000, plaintiffs filed an amended complaint naming a number of manufacturers of cosmetics and fragrances and two other retailers as additional defendants. Plaintiffs' amended complaint alleges that the retail price of the "prestige" or "Department Store" cosmetics sold in department and specialty stores was collusively controlled by the retailer and manufacturer defendants in violation of the Cartwright Act and the California Unfair Competition Act.

Plaintiffs seek treble damages and restitution in an unspecified amount, attorneys' fees and prejudgment interest, on behalf of a class of all California residents who purchased cosmetics and fragrances for personal use from any of the defendants during the four years prior to the filing of the amended complaint.

We entered into a settlement agreement with the plaintiffs and the other defendants on July 13, 2003. In furtherance of the settlement agreement, the case was re-filed in the United States District Court for the Northern District of California on behalf of a class of all persons who currently reside in the United States and who purchased "Department Store" cosmetics from the defendants during the period May 29, 1994 through July 16, 2003. The Court gave preliminary approval to the settlement, and a summary notice of class certification and the terms of the settlement were disseminated to class members. On March 30, 2005, the Court entered a final judgment approving the settlement and dismissing the plaintiffs' claims and the claims of all class members with prejudice, in their entirety. On April 29, 2005, two class members who had objected to the settlement filed notices of appeal from the Court's final judgment to the United States Court of Appeals for the Ninth Circuit. It is uncertain when the appeals will be resolved, but the appeal process could take as much as two years or more. If the Court's final judgment approving the settlement is affirmed on appeal, or the appeals are dismissed, the defendants will provide class members with certain free products and pay the plaintiffs' attorneys' fees, awarded by the Court of \$24 million. Our

share of the cost of the settlement will not have a material adverse effect on our financial condition, results of operations or cash flows.

Other

- - - - -

We are involved in various routine legal proceedings incidental to the ordinary course of business. In management's opinion, the outcome of pending legal proceedings, separately and in the aggregate, will not have a material adverse effect on our business or consolidated financial condition.

Item 2. Unregistered Sales of Equity Securities and Use of Proceeds

(c)

Repurchases

- (dollars
in
millions
except per
share
amounts)

Total
Total
Number
Maximum

Number (or
Number of
Average of
Shares (or
Units)

Approximate
Dollar
Value)
Shares

Price Paid
Purchased
as Part of
of Shares
(or Units)
that (or
Units) Per
Share

Publicly
Announced
May Yet Be
Purchased
Under
Purchased
(or Units)
Plans or
Programs
the Plans
or
Programs

(3) -----

~~609,015~~
~~(1) \$26.78~~
~~607,800~~
~~\$436.0~~
~~(5/1/05 to~~
~~5/28/05)~~

Jun. 2005
309,264
~~(2) \$31.89~~
~~309,000~~
~~\$426.1~~
~~(5/29/05~~
~~to 7/2/05)~~

Jul. 2005
~~\$~~
~~\$426.1~~
~~(7/3/05 to~~
~~7/30/05)~~

Total
~~918,279~~
~~\$28.50~~
~~916,800~~
~~\$426.1~~

(1) Included in this balance are 1,215 shares that were not redeemed as part of a publicly announced repurchase plan or program. These shares were tendered by an employee to Nordstrom for tax withholding purposes.

(2) Included in this balance are 264 shares that were not redeemed as part of a publicly announced repurchase plan or program. These shares were tendered by an employee to Nordstrom for tax withholding purposes.

(3) In February 2005, the Board of Directors authorized \$500.0 of share repurchases. The prior \$300.0 authorization was completed during the fourth quarter of 2004. The actual number and timing of share repurchases will be subject to market conditions and applicable SEC rules. Year to date, we have purchased 2,691,200 shares for \$73.9 at an average price of \$27.45 per share.

Item 4. Submission of Matters to a Vote of Security Holders

(amounts in thousands)
 We held our Annual Shareholders Meeting on May 24, 2005, at which time the shareholders voted on the following proposals:

(1)

Election of Directors

Name of Candidate For

Withheld --

~~Phyllis J. Campbell~~
~~126,495~~
~~1,391~~

~~Enrique Hernandez, Jr.~~
~~126,494~~
~~1,391~~

~~Jeanne P. Jackson~~
~~126,211~~
~~1,675~~

~~Robert G. Miller~~
~~126,478~~

~~1,408 Blake W. Nordstrom~~
~~126,014~~

~~1,871 Bruce A. Nordstrom~~
~~125,438~~

~~2,447 John N. Nordstrom~~
~~125,515~~
~~2,371~~

~~Alfred E. Osborne, Jr., Ph.D.~~
~~124,747~~
~~3,138~~

~~Alison A. Winter~~
~~127,078~~ ~~807~~

There were no abstentions and no broker non-votes.

(2) Ratification of the Appointment of Independent Auditors

The vote was 125,013 for, 2,136 against, and there were 737 abstentions. There were no broker non-votes.

Item 6. Exhibits

Exhibits are incorporated herein by reference or are filed with this report as set forth in the Index to Exhibits on page 22 hereof.

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SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

NORDSTROM, INC.
(Registrant)

/s/ Michael G. Koppel

Michael G. Koppel
Executive Vice President and Chief Financial Officer
(Principal Financial Officer)

Date: September 1, 2005

NORDSTROM
INC. AND
SUBSIDIARIES
Exhibit Index
Exhibit
Method of
Filing - ----

----- 31.1
Certification
of President
Filed
herewith
electronically
required by
Section
302(a) of the
Sarbanes-
Oxley Act of
2002 31.2
Certification
of Chief
Financial
Filed
herewith
electronically
Officer
required by
Section
302(a) of the
Sarbanes-
Oxley Act of
2002 32.1
Certification
of President
and Furnished
herewith
electronically
Chief
Financial
Officer
pursuant to
18 U.S.C.
1350, as
adopted
pursuant to
Section 906
of the
Sarbanes-
Oxley Act of
2002

Certification required by Section 302(a) of the Sarbanes-Oxley Act of 2002

I, Blake W. Nordstrom, certify that:

1. I have reviewed this report on Form 10-Q of Nordstrom, Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of registrant's board of directors (or persons performing the equivalent functions):
 - a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: September 1, 2005

/s/ Blake W. Nordstrom

Blake W. Nordstrom
President of Nordstrom, Inc.

Certification required by Section 302(a) of the Sarbanes-Oxley Act of 2002

I, Michael G. Koppel, certify that:

1. I have reviewed this report on Form 10-Q of Nordstrom, Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of registrant's board of directors (or persons performing the equivalent functions):
 - a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: September 1, 2005

/s/ Michael G. Koppel

Michael G. Koppel
Executive Vice President and
Chief Financial Officer of
Nordstrom, Inc.

Exhibit 32.1

NORDSTROM, INC.

1617 SIXTH AVENUE

SEATTLE, WASHINGTON 98101

CERTIFICATION PURSUANT TO
18 U.S.C. SECTION 1350,
AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

In connection with the Quarterly Report of Nordstrom, Inc (the "Company") on Form 10-Q for the period ended July 30, 2005, as filed with the Securities and Exchange Commission on the date hereof (the "Report"), we, Blake W. Nordstrom, President (Principal Executive Officer), and Michael G. Koppel, Executive Vice President and Chief Financial Officer (Principal Financial Officer), of the Company, certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

- The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
- The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

September 1, 2005

/s/ Blake W. Nordstrom

Blake W. Nordstrom
President

/s/ Michael G. Koppel

Michael G. Koppel
Executive Vice President and
Chief Financial Officer

A signed original of this written statement required by Section 906 has been provided to Nordstrom, Inc. and will be retained by Nordstrom, Inc. and furnished to the Securities and Exchange Commission or its staff upon request.