

NORDSTROM INC

Form 4

March 06, 2006

FORM 4
UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

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

**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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
MACKIE DAVID L

(Last) (First) (Middle)

**C/O NORDSTROM, INC., 1700
SEVENTH 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)

03/03/2006

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
____X____ Officer (give title below) ____ Other (specify below)

Vice President & Secretary

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ 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	03/03/2006		M		20,358	A	\$ 14.5	33,721	D
Common Stock	03/03/2006		M		6,388	A	\$ 12.68	40,109	D
Common Stock	03/03/2006		M		6,942	A	\$ 8.85	47,051	D
Common Stock	03/03/2006		M		3,360	A	\$ 19.56	50,411	D
Common Stock	03/03/2006		M		3,876	A	\$ 26.01	54,287	D

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Common Stock 03/03/2006 S 40,924 D \$ 40 13,363 D

Common Stock 2,056 I By 401(k) Plan, per Plan statement dated 2/28/06

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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Employee Stock Option (right to buy)	\$ 14.5	03/03/2006		M	20,358	<u>(1)</u> 02/26/2008	Common Stock 20,358
Employee Stock Option (right to buy)	\$ 12.68	03/03/2006		M	6,388	<u>(2)</u> 02/25/2012	Common Stock 6,388
Employee Stock Option (right to buy)	\$ 8.85	03/03/2006		M	6,942	<u>(3)</u> 02/18/2013	Common Stock 6,942
Employee Stock Option (right to	\$ 19.56	03/03/2006		M	3,360	<u>(4)</u> 02/25/2014	Common Stock 3,360

buy)

Employee

Stock

Option	\$ 26.01	03/03/2006	M	3,876	<u>(5)</u>	02/23/2015	Common Stock	3,876
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(right to

buy)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MACKIE DAVID L C/O NORDSTROM, INC. 1700 SEVENTH AVENUE SEATTLE, WA 98101			Vice President & Secretary	

Signatures

/s/ Duane E. Adams, Attorney-in-Fact for David L.
Mackie

03/06/2006

**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).

- Exercisable during the first five years from the date of the grant on 2/26/98 when the issuer's stock sustained an average price for at least
- (1) 20 consecutive market days as follows: 20% at an average price of \$40; 35% at an average price of \$47.50; and 45% at an average price of \$55. Thereafter, all unvested options are automatically exercisable 8 years from the date of grant on 2/26/98.
 - (2) Exercisable in four equal annual installments commencing 2/25/03.
 - (3) Exercisable in four equal annual installments commencing 2/18/04.
 - (4) Exercisable in four equal annual installments commencing 2/25/05.
 - (5) Exercisable in four equal annual installments commencing 2/23/06.

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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