

NORDSTROM INC

Form 4

June 01, 2005

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 *
BLACK LAURIE M

(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)
05/27/2005

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)

Executive Vice President

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) |
|---------------------------------------|---|---|--------------------------------------|---|--|---|---|
| Common Stock | 05/27/2005 | | M | 2,216 A | \$ 20.563 11,576 | D | |
| Common Stock | 05/27/2005 | | M | 2,130 A | \$ 23.094 13,706 | D | |
| Common Stock | 05/27/2005 | | M | 1,624 A | \$ 30.281 15,330 | D | |
| Common Stock | 05/27/2005 | | M | 10,000 A | \$ 29 25,330 | D | |
| Common Stock | 05/27/2005 | | S | 15,970 D | \$ 60.25 9,499 ⁽¹⁾ | D | |

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| | | | |
|-----------------|-------|---|---|
| Common Stock | 3,293 | I | By 401(k) Plan, per Plan statement dated 4/30/05 |
|-----------------|-------|---|---|

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

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SEC 1474
(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) | \$ 20.563 | 05/27/2005 | | M | 2,216 | <u>(2)</u> | 11/19/2006 | Common Stock | 2,216 |
| Employee Stock Option (right to buy) | \$ 23.094 | 05/27/2005 | | M | 2,130 | <u>(3)</u> | 05/20/2007 | Common Stock | 2,130 |
| Employee Stock Option (right to buy) | \$ 30.281 | 05/27/2005 | | M | 1,624 | <u>(4)</u> | 11/18/2007 | Common Stock | 1,624 |
| Employee Stock Option (right to buy) | \$ 29 | 05/27/2005 | | M | 10,000 | <u>(5)</u> | 02/26/2008 | Common Stock | 10,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|--------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| BLACK LAURIE M C/O NORDSTROM, INC. 1700 SEVENTH AVENUE SEATTLE, WA 98101 | | | Executive Vice President | |

Signatures

| | |
|--|------------|
| /s/ Duane E. Adams, Attorney-in-Fact for Laurie M. Black | 06/01/2005 |
|--|------------|

__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).

- (1) Includes 139 shares acquired on 3/31/05 under the Nordstrom Employee Stock Purchase Plan.
- (2) The option vested and became exercisable in four equal annual installments commencing 11/19/97.
- (3) The option vested and became exercisable in four equal annual installments commencing 5/20/98.
- (4) The option vested and became exercisable in four equal annual installments commencing 11/18/98.
- (5) The option vested and became exercisable when the issuer's earnings per share reached at least \$1.43 for the fiscal year ended 1/31/99.

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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