

NORDSTROM INC
Form 4
March 02, 2006

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
ONEAL JAMES R

(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
NORDSTROM INC [JWN]

3. Date of Earliest Transaction
(Month/Day/Year)
02/28/2006

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Executive Vice President

6. Individual or Joint/Group Filing(Check Applicable Line)
 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	02/28/2006		M	6,768 A \$ 14.5	40,358	D	
Common Stock	02/28/2006		M	19,724 A \$ 19.781	60,082	D	
Common Stock	02/28/2006		M	1,492 A \$ 14.5	61,574	D	
Common Stock	02/28/2006		S	27,984 D \$ 39.219	33,590	D	
Common Stock					7,599	I	By 401(k) Plan, per Plan

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								statement dated 1/31/06	
Common Stock	02/28/2006		M	2,680	A	\$ 17.125	8,431	I	By wife
Common Stock	02/28/2006		M	10,000	A	\$ 14.5	18,431	I	By wife
Common Stock	02/28/2006		M	6,824	A	\$ 19.781	25,255	I	By wife
Common Stock	02/28/2006		M	2,512	A	\$ 16.969	27,767	I	By wife
Common Stock	02/28/2006		S	22,016	D	\$ 38.219	5,751	I	By wife
Common Stock							1,923	I	By wife in 401(k) Plan, per Plan statement dated 1/31/06

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

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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)	Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	
Employee Stock Option (right to buy)	\$ 14.5	02/28/2006		M	6,768	<u>(1)</u>	02/26/2008	Common Stock	6,768
	\$ 19.781	02/28/2006		M	19,724	<u>(2)</u>	02/25/2009		19,724

Employee Stock Option (right to buy)								Common Stock	
Employee Stock Option (right to buy)	\$ 14.5	02/28/2006	M	1,492	<u>(3)</u>	02/26/2008	Common Stock	1,492	
Employee Stock Option (right to buy)	\$ 17.125	02/28/2006	M	2,680	<u>(4)</u>	11/17/2008	Common Stock	2,680	
Employee Stock Option (right to buy)	\$ 14.5	02/28/2006	M	10,000	<u>(5)</u>	02/26/2008	Common Stock	10,000	
Employee Stock Option (right to buy)	\$ 19.781	02/28/2006	M	6,824	<u>(6)</u>	02/25/2009	Common Stock	6,824	
Employee Stock Option (right to buy)	\$ 16.969	02/28/2006	M	2,512	<u>(7)</u>	05/19/2008	Common Stock	2,512	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ONEAL JAMES R C/O NORDSTROM, INC. 1617 SIXTH AVENUE SEATTLE, WA 98101			Executive Vice President	

Signatures

/s/ Duane E. Adams, Attorney-in-Fact for James R. O'Neal	03/02/2006
<u> </u> **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) The option vested and became exercisable in four equal annual installments commencing on 2/26/99.
- (2) The option vested and became exercisable in four equal annual installments commencing on 2/25/00.
- (3) Exercisable when the issuer's stock sustains an average price for at least 20 consecutive market days as follows: 20% at an average of \$20; 55% at an average of \$23.75 and 100% at an average of \$27.50. (Reflects two-for-one stock split effective 6/30/05.)
- (4) The option vested and became exercisable in four equal annual installments commencing on 11/17/99.
- (5) The option vested and became 100% exercisable if the issuer's earnings per share reached \$2.86 (adjusted for the two-for-one stock split effective 6/30/05) for the fiscal year ended 1/31/99.
- (6) The option vested and became exercisable in four equal annual installments commencing on 2/25/00.
- (7) The option vested and became exercisable in four equal annual installments commencing on 5/19/99.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.