

NORDSTROM BRUCE A
Form 4
February 27, 2009

FORM 4

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

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).

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 *
NORDSTROM BRUCE A

2. Issuer Name and Ticker or Trading Symbol
NORDSTROM INC [JWN]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
C/O NORDSTROM, INC., 1617
SIXTH AVENUE

3. Date of Earliest Transaction
(Month/Day/Year)
02/27/2009

___ Director ___X___ 10% Owner
___ Officer (give title below) ___ Other (specify below)

(Street)
SEATTLE, WA 98101

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

6. Individual or Joint/Group Filing(Check Applicable Line)
X Form filed by One Reporting Person
___ Form filed by More than One Reporting Person

(City) (State) (Zip)

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 | 02/27/2009 | | G | V 2,000,000 (1) | A \$ 0 11,759,761 | D | |
| Common Stock | 02/27/2009 | | G | V 2,000,000 | D \$ 0 0 | I | See (1) |
| Common Stock | | | | | 500,000 | I | See (2) |
| Common Stock | | | | | 500,000 | I | See (3) |
| Common Stock | | | | | 6,935,360 | I | See (4) |

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| | | | |
|--------------|-----------|---|----------------|
| Common Stock | 1,555,200 | I | See <u>(5)</u> |
| Common Stock | 5,501,520 | I | See <u>(6)</u> |
| Common Stock | 226,776 | I | By wife |

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number. 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) | 8. Price of Derivative Security (Instr. 5) | 9. Nu... Deriv... Secur... Bene... Own... Follo... Repo... Trans... (Instr...) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| NORDSTROM BRUCE A C/O NORDSTROM, INC. 1617 SIXTH AVENUE SEATTLE, WA 98101 | | X | | |

Signatures

Duane E. Adams, Attorney-in-Fact for Bruce A. Nordstrom 02/27/2009

**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).

Shares previously reported as held indirectly by the reporting person in the Bruce A. Nordstrom 2007 Grantor Retained Annuity Trust

(1) have been distributed to the reporting person individually pursuant to the terms of the trust agreement. All distributed shares are now reported as directly held.

(2) By self as trustee for my benefit under the Bruce A. Nordstrom 2008 2-Year Grantor Retained Annuity Trust.

(3) By self as trustee for my benefit under the Bruce A. Nordstrom 2008 5-Year Grantor Retained Annuity Trust.

(4) By self as trustee for my benefit and the benefit of my children under the Frances Nordstrom Trust.

(5) By self as trustee for my benefit and the benefit of my children under the 1976 Bruce A. Nordstrom Trust.

By self as co-trustee for the benefit of my sister, Anne G. Gittinger, with respect to 5,501,520 shares in the Everett Nordstrom Trust. The amount shown does not include my nominal interest in 1,049,608 shares held in trusts for the benefit of John Hopen and Susan Dunn, my

(6) nephew and niece, respectively, and for which I am a co-trustee. I am a contingent remainderman with respect to each of these three trusts, but disclaim beneficial ownership of the securities held within these trusts. This report shall not be deemed an admission that I am the beneficial owner of the securities held within the trusts for purposes of Section 16 or for any other purpose.

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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