

NORDSTROM ERIK B
Form 4/A
December 09, 2005

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 ERIK B

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

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
02/17/2005

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

SEATTLE, WA 98101

(City) (State) (Zip)

4. If Amendment, Date Original Filed(Month/Day/Year)
02/17/2005

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | Code | V Amount (D) Price | | | |
| Common Stock | 02/17/2005 | | A | 4,337 (1) A \$ 0 | 952,520 | D | |
| Common Stock | 12/15/2004 | | G | V 17,280 A \$ 0 | 969,800 (2) | D | |
| Common Stock | | | | | 7,760 | I | By 401(k) Plan, per Plan statement dated 1/31/05 |
| | 12/15/2004 | | G | V 17,280 D \$ 0 | 0 (2) | I | By wife |

Common
Stock

Common
Stock

Common
Stock

Common
Stock

12,354

I

By self as trustee for benefit of child

10,258

I

By self as trustee for benefit of child

8,222

I

By self as trustee for benefit of child

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.

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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) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 3) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |

Reporting Owners

| Reporting Owner Name / Address | Relationships |
|---|--|
| NORDSTROM ERIK B C/O NORDSTROM, INC. 1617 SIXTH AVENUE SEATTLE, WA 98101 | Director 10% Owner Officer Executive Vice President |

Signatures

/s/ Duane E. Adams, Attorney-in-Fact for Erik B.
Nordstrom

12/09/2005

__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).

Settlement of Performance Rights which were awarded by the Board's Compensation Committee on 2/25/02 pursuant to the Nordstrom,

(1) Inc. 1997 Stock Option Plan. The Performance Rights vested on 2/17/05, based on the Compensation Committee's determination that the applicable performance criteria had been met as of 1/31/05.

(2) This Form 4 is being amended for the sole purpose of reporting the gifting of shares to the reporting person by the reporting person's wife.

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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