

Pembroke Jeffrey A
Form 4
March 01, 2019

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 *
Pembroke Jeffrey A

2. Issuer Name and Ticker or Trading Symbol
NORDSON CORP [NDSN]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
28601 CLEMENS ROAD
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
02/28/2019

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

WESTLAKE, OH 44145

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 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 | 02/28/2019 | | A | (A) or (D) A | 6,408 (1) \$ 135.76 | 20,901 (2) | D |
| Common Stock | | | | | 3 (3) | I | By Company ESOP Plan |
| Common Stock | | | | | 139 (4) | I | By Company Savings Plan |

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) | 8. Price or Value of Underlying Securities (Instr. 3 and 4) | |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|-------------------------------------------------------------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Employee Stock Options (right to buy) | \$ 71.75 | | | | | <u>(5)</u> | 11/25/2023 | Common Stock | 3,200 |
| Employee Stock Options (right to buy) | \$ 79.66 | | | | | <u>(5)</u> | 11/24/2024 | Common Stock | 3,800 |
| Employee Stock Options (right to buy) | \$ 70.91 | | | | | <u>(6)</u> | 11/23/2025 | Common Stock | 7,200 |
| Employee Stock Options (right to buy) | \$ 107.65 | | | | | <u>(7)</u> | 11/21/2026 | Common Stock | 6,500 |
| Employee Stock Options (right to buy) | \$ 127.67 | | | | | <u>(8)</u> | 11/20/2027 | Common Stock | 8,400 |
| | \$ 124.9 | | | | | <u>(9)</u> | 11/26/2028 | | 8,300 |

Employee
Stock
Options
(right to
buy)

Common
Stock

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|----------------------------------------------------------------|---------------|-----------|--------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Pembroke Jeffrey A 28601 CLEMENS ROAD WESTLAKE, OH 44145 | | | Executive Vice President | |

Signatures

Gina A. Beredo 03/01/2019

__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) On February 28, 2019, the Company awarded 6,408 restricted shares under the Company's 2012 Stock Incentive and Award Plan, all of which will vest on February 28, 2021.
- (2) The total holdings include 13 shares accrued from dividend payments through participation in the Company's Dividend Reinvestment Plan.
- (3) Represents the number of shares attributable to the reporting person's participation in the Company's Employee Stock Ownership Plan, exempt pursuant to Rule 16b-3(c).
- (4) Represents the number of shares attributable to the reporting person's participation in the Company Savings Plan, exempt pursuant to Rule 16b-3(c).
- (5) All such options have fully vested.
- (6) The options vest in 4 equal annual installments beginning on November 23, 2016.
- (7) The options vest in 4 equal annual installments beginning on November 21, 2017.
- (8) The options vest in 4 equal annual installments beginning on November 20, 2018.
- (9) The options vest in 4 equal annual installments beginning on November 26, 2019.

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.