

THAXTON GREGORY A
Form 4
November 22, 2017

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 *
THAXTON GREGORY A

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

WESTLAKE, OH 44145

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
11/20/2017

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)
Senior Vice President, CFO

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V Amount (A) or (D) Price | | | |
| Common Stock | 03/31/2017 | | G | V 124 D \$ 0 | 45,258 | D | (1) |
| Common Stock | 11/20/2017 | | A | 1,600 A \$ 0 | 46,858 | D | (2) |
| Common Stock | 11/20/2017 | | A | 3,100 A \$ 0 | 50,163 | D | (3) |
| Common Stock | | | | | 1,391 | I | By Company ESOP Plan (4) |
| | | | | | 7,188 | I | |

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Common
Stock

By
Company
Savings
Plan ⁽⁵⁾

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

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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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title Amount or Number of Shares |
| Employee Stock Options (right to buy) | \$ 14.37 | | | | | <u>(6)</u> 12/04/2018 | Common Stock 13,100 |
| Employee Stock Options (right to buy) | \$ 27.26 | | | | | <u>(6)</u> 12/03/2019 | Common Stock 11,250 |
| Employee Stock Options (right to buy) | \$ 43.32 | | | | | <u>(6)</u> 12/07/2020 | Common Stock 11,400 |
| Employee Stock Options (right to buy) | \$ 43.73 | | | | | <u>(6)</u> 11/28/2021 | Common Stock 13,000 |
| Employee Stock Options | \$ 61.59 | | | | | <u>(6)</u> 11/28/2022 | Common Stock 11,000 |

| | | | | | | | | | |
|---------------------------------------|-----------|------------|---|--------|--|------|------------|--------------|--------|
| (right to buy) | | | | | | | | | |
| Employee Stock Options (right to buy) | \$ 71.75 | | | | | (7) | 11/25/2023 | Common Stock | 11,000 |
| Employee Stock Options (right to buy) | \$ 79.66 | | | | | (8) | 11/24/2024 | Common Stock | 12,200 |
| Employee Stock Options (right to buy) | \$ 70.91 | | | | | (9) | 11/23/2025 | Common Stock | 17,200 |
| Employee Stock Options (right to buy) | \$ 107.65 | | | | | (10) | 11/21/2026 | Common Stock | 14,000 |
| Employee Stock Options (right to buy) | \$ 127.67 | 11/20/2017 | A | 12,500 | | (11) | 11/20/2027 | Common Stock | 12,500 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|----------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| THAXTON GREGORY A 28601 CLEMENS ROAD WESTLAKE, OH 44145 | | | Senior Vice President, CFO | |

Signatures

Robert E. Veillette,
Attorney-In-Fact

11/22/2017

__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 each of March 31, 2017 and June 28, 2017, the reporting person made a gift of shares for a cumulative total of 124 shares gifted. For tax purposes, the value date of the shares delivered is each respective date a gift was made.

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- (2) On November 20, 2017, the Company awarded 1,600 restricted shares under the Company's 2012 Stock Incentive and Award Plan. One-third of the restricted shares will vest on each of November 30, 2018, 2019, and 2020.
- On November 20, 2017, the Company awarded 3,100 performance shares under the Company's 2012 Stock Incentive and Award Plan, which represent the right to receive shares contingent upon the achievement of performance measures over a 3-year performance period.
- (3) Shares that are earned upon the attainment of the applicable performance targets settle in January 2021. The ultimate number of shares earned is subject to adjustment based on actual performance. The holdings include 205 shares acquired through dividend payments and participation in the Company's Dividend Reinvestment Plan and are net of shares previously withheld or sold to cover withholding taxes.
- (4) 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).
- (5) Represents the number of shares attributable to the reporting person's participation in the Company's Savings Plan, exempt pursuant to Rule 16b-3(c).
- (6) All such options have fully vested
- (7) On November 25, 2013, the Company awarded 11,000 stock options under the Company's 2012 Stock Incentive and Award Plan. The options vest in 4 equal annual installments beginning on November 25, 2014. The vested portions of such options will become exercisable upon vesting.
- (8) On November 24, 2014, the Company awarded 12,200 stock options under the Company's 2012 Stock Incentive and Award Plan. The options vest in 4 equal annual installments beginning on November 24, 2015. The vested portions of such options will become exercisable upon vesting.
- (9) On November 23, 2015, the Company awarded 17,200 stock options under the Company's 2012 Stock Incentive and Award Plan. The options vest in 4 equal annual installments beginning on November 23, 2016. The vested portions of such options will become exercisable upon vesting.
- (10) On November 21, 2016, the Company awarded 14,000 stock options under the Company's 2012 Stock Incentive and Award Plan. The options vest in 4 equal annual installments beginning on November 21, 2017. The vested portions of such options will become exercisable upon vesting.
- (11) On November 20, 2017, the Company awarded 12,500 stock options under the Company's 2012 Stock Incentive and Award Plan. The options vest in 4 equal annual installments beginning on November 20, 2018. The vested portions of such options will become exercisable upon vesting.

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.