

NORDSON CORP
 Form 4
 November 25, 2015

FORM 4

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

OMB APPROVAL

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 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 *
KEANE JOHN J

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)
11/23/2015

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

Senior Vice President

WESTLAKE, OH 44145

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)
			Code	V Amount (A) or (D) Price			
Common Stock	11/23/0015		A	V 42 A \$0	43,843	D (1)	
Common Stock	11/23/0015		A	2,400 A \$0	46,243	D (2)	
Common Stock	11/24/0015		F	282 D \$71.23	45,961	D (3)	
Common Stock					872	I	

By
 Company
 ESOP Plan
(4)

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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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Employee Stock Options (right to buy)	\$ 26.46					<u>(5)</u> 12/05/2017	Common Stock 3,780
Employee Stock Options (right to buy)	\$ 26.46					<u>(5)</u> 12/05/2017	Common Stock 3,120
Employee Stock Options (right to buy)	\$ 27.26					<u>(5)</u> 12/03/2019	Common Stock 23,600
Employee Stock Options (right to buy)	\$ 43.32					<u>(5)</u> 12/07/2020	Common Stock 16,000
Employee Stock Options (right to buy)	\$ 43.73					<u>(6)</u> 11/28/2021	Common Stock 16,000
Employee Stock Options	\$ 61.59					<u>(7)</u> 11/28/2022	Common Stock 11,900

(right to buy)									
Employee Stock Options (right to buy)	\$ 71.75				(8)	11/25/2023	Common Stock	11,500	
Employee Stock Options (right to buy)	\$ 79.66				(9)	11/24/2024	Common Stock	12,500	
Employee Stock Options (right to buy)	\$ 70.91	11/23/2015	A	17,200	(10)	11/23/2025	Common Stock	17,200	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
KEANE JOHN J 28601 CLEMENS ROAD WESTLAKE, OH 44145			Senior Vice President	

Signatures

Robert E. Veillette,
Attorney-In-Fact

11/25/2015

__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) Share equivalent units acquired through dividend payments. Share equivalent units are settled in common shares on a one-to-one basis at reporting person's termination of employment or retirement subject to delayed distribution rules of Internal Revenue Code Section 409(A). The holdings are net of shares previously withheld, or sold under a Rule 10b5-1 trading plan, to cover withholding taxes, and include 11,452 shares underlying performance share units and share equivalent units that were previously reported in Table II.
 - (2) On November 23, 2015, the Company awarded 2,400 restricted shares under the Company's 2012 Stock Incentive and Award Plan. One-third of the restricted shares will vest on each of November 23, 2016, 2017, and 2018.
On November 24, 2014, the Company awarded 1,800 restricted shares under the Company's 2012 Stock Incentive and Award Plan. One-third of the restricted shares vested November 24, 2015, and one-third will vest November 24, on each of 2016 and 2017. 282 of the 600 shares that vested November 24, 2015 were withheld to cover withholding taxes due upon vesting. The holdings are net of shares previously withheld, or sold under a Rule 10b5-1 trading plan, to cover withholding taxes.
 - (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). The reporting person disclaims beneficial ownership of these securities.
 - (5) All such options have fully vested.

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- (6) On November 28, 2011, the Company awarded 16,000 stock options under the Company's Long-Term Performance Plan. The options vest in 4 equal installments beginning on each of November 28, 2012. The vested portions of such options will become exercisable upon vesting.
- (7) On November 28, 2012, the Company awarded 11,900 stock options under the Company's Long-Term Performance Plan. The options vest in 4 equal annual installments beginning on November 28, 2013. The vested portions of such options will become exercisable upon vesting.
- (8) On November 25, 2013, the Company awarded 11,500 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.
- (9) On November 24, 2014, 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 24, 2015. The vested portions of such options will become exercisable upon vesting.
- (10) 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.

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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