

NORDSON CORP
Form 4
November 25, 2015

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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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 *
PEET SHELLY

(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)
11/23/2015

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)
Vice President

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 Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V Amount (A) or (D) Price | | | |
| Common Stock | 01/16/2015 | | G | V 182 D \$ 0 | 16,292 | D | (1) |
| Common Stock | 11/23/2015 | | A | V 162 A \$ 0 | 29,561 | D | (2) |
| Common Stock | 11/23/2015 | | A | 1,100 A \$ 0 | 30,661 | D | (3) |
| Common Stock | 11/24/2015 | | F | 98 D \$ 71.23 | 30,563 | D | (4) |
| Common Stock | | | | | 4 | I | By Company ESOP Plan |

| | | | | |
|--------------|--|-------|---|---|
| Common Stock | | 1,431 | I | (5) By Company Savings Plan (6) |
|--------------|--|-------|---|---|

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 (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. Amount or Number of Shares | |
|--|--|--------------------------------------|--|--------------------------------|--|--|---|-------------------------------|----------------------------|
| | | | | Code V | (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Employee Stock Options (right to buy) | \$ 26.46 | | | | | (7) 12/05/2017 | | Common Stock | 3,200 |
| Employee Stock Options (right to buy) | \$ 14.37 | | | | | (7) 12/04/2018 | | Common Stock | 2,800 |
| Employee Stock Options (right to buy) | \$ 27.26 | | | | | (7) 12/03/2019 | | Common Stock | 5,250 |
| Employee Stock Options (right to buy) | \$ 43.32 | | | | | (7) 12/07/2020 | | Common Stock | 5,600 |

| | | | | | | | | | |
|---|----------|------------|---|-------|--|-------------|------------|-----------------|-------|
| Employee Stock Options (right to buy) | \$ 43.73 | | | | | <u>(8)</u> | 11/28/2021 | Common Stock | 6,000 |
| Employee Stock Options (right to buy) | \$ 61.59 | | | | | <u>(9)</u> | 11/28/2022 | Common Stock | 5,000 |
| Employee Stock Options (right to buy) | \$ 71.75 | | | | | <u>(10)</u> | 11/25/2023 | Common Stock | 5,200 |
| Employee Stock Options (right to buy) | \$ 79.66 | | | | | <u>(11)</u> | 11/24/2024 | Common Stock | 5,800 |
| Employee Stock Options (right to buy) | \$ 70.91 | 11/23/2015 | A | 9,100 | | <u>(12)</u> | 11/23/2025 | Common Stock | 9,100 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|----------------|-------|
| | Director | 10% Owner | Officer | Other |
| PEET SHELLY 28601 CLEMENS ROAD WESTLAKE, OH 44145 | | | 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) On each of January 16, 2015, January 21, 2015, September 15, 2015, and September 28, 2015, the reporting person made a gift of shares for a cumulative total of 182 shares gifted. For tax purposes, the value date of the shares delivered is each respective date a gift was made.
- (2)

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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 13,107 share underlying performance share units and share equivalent units that were previously reported in Table II.

- (3) On November 23, 2015, the Company awarded 1,100 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 900 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. 98 of the
- (4) 300 shares that vested November 24, 2015 were withheld to cover withholding taxes due upon vesting. The holdings include 548 shares acquired through participation in the Company's Dividend Reinvestment Plan, and are net of shares previously withheld, or sold under a Rule 10b5-1 trading plan, to cover withholding taxes.
- (5) 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.
- (6) 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). The reporting person disclaims beneficial ownership of these securities.
- (7) All such options have fully vested.
- On November 28, 2011, the Company awarded 6,000 stock options under the Company's Long-Term Performance Plan. The options
- (8) vest in 4 equal annual installments beginning on November 28, 2012. The vested portions of such options will become exercisable upon vesting.
- On November 28, 2012, the Company awarded 11,000 stock options under the Company's Long-Term Performance Plan. The options
- (9) vest in 4 equal annual installments beginning on November 28, 2013. The vested portions of such options will become exercisable upon vesting.
- On November 25, 2013, the Company awarded 5,200 stock options under the Company's 2012 Stock Incentive and Award Plan. The
- (10) options vest in 4 equal annual installments beginning on November 25, 2014. The vested portions of such options will become exercisable upon vesting.
- On November 24, 2014, the Company awarded 12,200 stock options under the Company's 2012 Stock Incentive and Award Plan. The
- (11) options vest in 4 equal annual installments beginning on November 24, 2015. The vested portions of such options will become exercisable upon vesting.
- On November 23, 2015, the Company awarded 17,200 stock options under the Company's 2012 Stock Incentive and Award Plan. The
- (12) 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. 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.