

NORDSON CORP
Form 4
November 23, 2016

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 *
DeVries James E

(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)
11/21/2016

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) Code V Amount (D) Price | | | |
| Common Stock | 11/21/2016 | | A | 900 A \$ 0 | 33,503 | D <u>(1)</u> | |
| Common Stock | 11/21/2016 | | A | 1,800 A \$ 0 | 35,472 | D <u>(2)</u> | |
| Common Stock | | | | | 2,840 | I | By Company ESOP Plan <u>(3)</u> |

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

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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. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Employee Stock Options (right to buy) | \$ 26.46 | | | | (A) | (4) 12/05/2017 | Common Stock | 5,000 |
| Employee Stock Options (right to buy) | \$ 14.37 | | | | (A) | (4) 12/04/2018 | Common Stock | 5,800 |
| Employee Stock Options (right to buy) | \$ 27.26 | | | | (A) | (4) 12/03/2019 | Common Stock | 3,500 |
| Employee Stock Options (right to buy) | \$ 43.32 | | | | (A) | (4) 12/07/2020 | Common Stock | 4,000 |
| Employee Stock Options (right to buy) | \$ 43.73 | | | | (A) | (4) 11/28/2021 | Common Stock | 6,000 |
| Employee Stock Options (right to buy) | \$ 61.59 | | | | (A) | (5) 11/28/2022 | Common Stock | 4,500 |

| | | | | | | | | | |
|---|-----------|------------|--|---|-------|-----|------------|-----------------|-------|
| buy) | | | | | | | | | |
| Employee Stock Options (right to buy) | \$ 71.75 | | | | | (6) | 11/25/2023 | Common Stock | 5,200 |
| Employee Stock Options (right to buy) | \$ 79.66 | | | | | (7) | 11/24/2024 | Common Stock | 5,800 |
| Employee Stock Options (right to buy) | \$ 70.91 | | | | | (8) | 11/23/2025 | Common Stock | 9,100 |
| Employee Stock Options (right to buy) | \$ 107.65 | 11/21/2016 | | A | 6,600 | (9) | 11/21/2026 | Common Stock | 6,600 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|----------------|-------|
| | Director | 10% Owner | Officer | Other |
| DeVries James E 28601 CLEMENS ROAD WESTLAKE, OH 44145 | | | Vice President | |

Signatures

Robert E. Veillette,
Attorney-In-Fact

11/23/2016

**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 November 21, 2016, the Company awarded 900 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, 2017, 2018, and 2019.

On November 21, 2016, the Company awarded 1,800 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.

(2) Shares that are earned upon the attainment of the applicable performance targets settle in January 2020. The ultimate number of shares earned is subject to adjustment based on actual performance. The holdings include 169 shares acquired through participation in the Company's dividend reinvestment plan and are net of shares previously withheld or sold to cover withholding taxes.

(3)

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Represents the number of shares attributable to the reporting person's participation in the Company Stock Fund of the Nordson Employee Stock Ownership Plan, exempt pursuant to Rule 16b-3(c). The reporting person disclaims beneficial ownership of these securities.

(4) All such options have fully vested.

On November 28, 2012, the Company awarded 4,500 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.

(6) On November 25, 2013, the Company awarded 5,200 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.

(7) On November 24, 2014, the Company awarded 5,800 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.

(8) On November 23, 2015, the Company awarded 9,100 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.

(9) On November 21, 2016, the Company awarded 6,600 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.

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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