

Pembroke Jeffrey A
 Form 4
 December 04, 2018

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 *
 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)

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

(Last) (First) (Middle)
 C/O NORDSON CORPORATION, 28601 CLEMENS ROAD

3. Date of Earliest Transaction (Month/Day/Year)
 11/30/2018

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

WESTLAKE, OH 44145

(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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | | (A) or (D) | Price | | |
| Common Stock | 11/30/2018 | | F | D | \$ 120.41 | 12,323 | D ⁽¹⁾ |
| Common Stock | 11/30/2018 | | F | D | \$ 120.41 | 12,221 | D ⁽²⁾ |
| Common Stock | | | | | | 3 | I By Company ESOP Plan ⁽³⁾ |
| Common Stock | | | | | | 139 | I By Company |

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Savings
Plan ⁽⁴⁾

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 | | | | | ⁽⁵⁾ | 11/25/2023 | Common Stock | 3,200 |
| Employee Stock Options (right to buy) | \$ 79.66 | | | | | ⁽⁵⁾ | 11/24/2024 | Common Stock | 3,800 |
| Employee Stock Options (right to buy) | \$ 70.91 | | | | | ⁽⁶⁾ | 11/23/2025 | Common Stock | 7,200 |
| Employee Stock Options (right to buy) | \$ 107.65 | | | | | ⁽⁷⁾ | 11/21/2026 | Common Stock | 6,500 |
| Employee Stock | \$ 127.67 | | | | | ⁽⁸⁾ | 11/20/2027 | Common Stock | 8,400 |

Options
(right to
buy)

Employee
Stock

| | | | | | | |
|-------------------|----------|--|------------|------------|-----------------|-------|
| Option | \$ 124.9 | | <u>(9)</u> | 11/26/2028 | Common Stock | 8,300 |
| (right to buy) | | | | | | |

Reporting Owners

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

Signatures

Gina A. Beredo,
Attorney-in-Fact

12/04/2018

__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).

- On November 21, 2016, the Company awarded 840 restricted shares under the Company's 2012 Stock Incentive and Award Plan.
- (1) One-third of the restricted shares vested on each of November 30, 2017 and 2018, and one third will vest on November 30, 2019. 85 of the 280 shares that vested November 21, 2018 were withheld to cover withholding taxes due upon vesting. The holdings are net of shares previously withheld or sold to cover withholding taxes.
- On November 20, 2017, the Company awarded 1,000 restricted shares under the Company's 2012 Stock Incentive and Award Plan.
- (2) One-third of the restricted shares vested on November 30, 2018, and one-third will vest on each of November 30, 2019 and 2020. 102 of the 333 shares that vested November 20, 2018 were withheld to cover withholding taxes due upon vesting. The holdings are net of shares previously withheld or sold 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).
- (4) 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
- (5) All such options have fully vested.
- On November 23, 2015, the Company awarded 7,200 stock options under the Company's 2012 Stock Incentive and Award Plan. The
- (6) options vest in 4 equal annual installments beginning on November 23, 2016. The vested portions of such options will become exercisable upon vesting.
- On November 21, 2016, the Company awarded 6,500 stock options under the Company's 2012 Stock Incentive and Award Plan. The
- (7) options vest in 4 equal annual installments beginning on November 21, 2017. The vested portions of such options will become exercisable upon vesting.
- On November 20, 2017, the Company awarded 8,400 stock options under the Company's 2012 Stock Incentive and Award Plan. The
- (8) options vest in 4 equal annual installments beginning on November 20, 2018. The vested portions of such options will become exercisable upon vesting.

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On November 26, 2018 the Company awarded 8,300 stock options under the Company's 2012 Stock Incentive Award Plan. The options
(9) vest in 4 equal annual installments beginning on November 26, 2019. 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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