NORDSON CORP Form 4 October 19, 2015

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL OMB

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obligations

1(b).

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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 may continue. 30(h) of the Investment Company Act of 1940 See Instruction

(Print or Type Responses)

1. Name and Address of Reporting Person * DeVries James E			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)	3. Date of Earliest Transaction	(Chook an apphonene)		
28601 CLEMENS ROAD			(Month/Day/Year) 10/15/2015	Director 10% Owner Officer (give title Other (specify below) Vice President		
	(Street)		4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check		
WESTLAKE, O	OH 44145		Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person		

(City)	(State)	(Zip) Tabl	le I - Non-I	Derivative	Secui	rities Acq	uired, Disposed o	of, or Beneficia	lly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. 4. Securities Acquired Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)			ed of (D)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code V	Amount	or (D)	Price	(Instr. 3 and 4)		
Common Stock	10/15/2015		M	5,400	A	\$ 19.25	35,438	D (1)	
Common Stock	10/15/2015		S	5,400	D	\$ 67.1 (2)	30,380	D (3)	
Common Stock							2,762	I	Company ESOP and 401(k) Plans (4)

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)

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required to respond unless the form displays a currently valid OMB control number.

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. Transact Code (Instr. 8)	See (A Di (D (Ir	ecurities equired a) or isposed of	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code V	/ (А	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Options (right to buy)	\$ 19.25	10/15/2015		M		5,400	(5)	12/07/2015	Common Stock	5,400
Employee Stock Options (right to buy)	\$ 24.46						<u>(5)</u>	12/06/2016	Common Stock	5,000
Employee Stock Options (right to buy)	\$ 26.46						<u>(5)</u>	12/05/2017	Common Stock	5,000
Employee Stock Options (right to buy)	\$ 14.37						<u>(5)</u>	12/04/2018	Common Stock	5,800
Employee Stock Options (right to buy)	\$ 27.26						<u>(5)</u>	12/03/2019	Common Stock	3,500
Employee Stock Options (right to	\$ 43.32						<u>(6)</u>	12/07/2020	Common Stock	4,000

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buy)					
Employee Stock Options (right to buy)	\$ 43.73	<u>(7)</u>	11/28/2021	Common Stock	6,000
Employee Stock Options (right to buy)	\$ 61.59	(8)	11/28/2022	Common Stock	4,500
Employee Stock Options (right to buy)	\$ 71.75	<u>(9)</u>	11/25/2023	Common Stock	5,200
Employee Stock Options (right to buy)	\$ 79.66	(10)	11/24/2024	Common Stock	5,800

Reporting Owners

Reporting Owner Name / Address	Relationships						
toporting of their runte, reduces	Director	10% Owner	Officer	Other			
DeVries James E							
28601 CLEMENS ROAD			Vice President				
WESTLAKE, OH 44145							

Signatures

Robert E. Veillette, Attorney-In-Fact

**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).
- Exercise of reporting person's stock options of which shares were sold to pay the exercise price, to cover withholding taxes, and to pay broker fees and commissions, pursuant to a broker-assisted cashless exercise. The holdings are net of shares previously withheld or sold to cover withholding taxes.
- Price reflected is the weighted-average sale price for shares sold. The shares were sold in multiple transactions, and the range of sale prices for the transactions reported was \$67.00 to \$67.30. The reporting person undertakes to provide to the issuer, any security holder of the issuer, or any staff member of the Securities and Exchange Commission, upon request, information regarding the number of shares sold at each separate price.

(3)

Reporting Owners 3

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The Reporting Person previously entered into a limit order covering stock options that otherwise would expire December 7, 2015. Pursuant to Rule 10b5-1, these options were exercised automatically and the respective shares were sold automatically based on the stock price reaching a pre-set target price. The total number reported in column 5 includes 342 shares acquired in 2015 through participation in the Company's Dividend Reinvestment Plan. The holdings are net of shares previously withheld or sold to cover withholding taxes.

- Represents the number of shares attributable to the reporting person's participation in the Company Stock Fund of the Nordson Savings

 (4) Plan. Represents obligations whose value is based on the Common Stock through a contribution, exempt pursuant to Rule 16b-3(c), under the Company's Compensation Deferral Program. The reporting person disclaims beneficial ownership of these securities
- (5) All such options have fully vested.
- On December 7, 2010, the Company granted 4,000 stock options under the Company's 2012 Stock Incentive and Award Plan. The options vest in 5 equal annual installments beginning on December 7, 2011. The vested portions of such options will become exercisable upon vesting.
- On November 28, 2011, the Company granted 6,000 stock options under the Company's 2012 Stock Incentive and Award Plan. The options 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 granted 4,500 stock options under the Company's 2012 Stock Incentive and Award 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.
- On November 25, 2013, the Company granted 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.
- On November 24, 2014, the Company granted 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.

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.