

NORDSON CORP

Form 4

November 25, 2015

FORM 4
UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

Check this box
if no longer
subject to
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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
VEILLETTE ROBERT 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)
11/23/2015

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 ____ Other (specify
below) below)

VP, General Counsel & Sec

6. Individual or Joint/Group Filing(Check
Applicable Line)
X 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)
Common Stock	11/23/2015		A	V 118 A \$ 0	34,404	D <u>(1)</u>	
Common Stock	11/23/2015		A	1,400 A \$ 0	35,804	D <u>(2)</u>	
Common Stock	11/24/2015		F	188 D \$ 71.23	35,636	D <u>(3)</u>	
Common Stock					2,083	I	By Company ESOP Plan <u>(4)</u>
					500	I	

Common
StockBy
Company
Savings
Plan (5)

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

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(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)	\$ 24.46							<u>(6)</u>	12/06/2016	Common Stock	1,000
Employee Stock Options (right to buy)	\$ 27.81							<u>(6)</u>	02/20/2017	Common Stock	8,000
Employee Stock Options (right to buy)	\$ 26.46							<u>(6)</u>	12/05/2017	Common Stock	6,400
Employee Stock Options (right to buy)	\$ 14.37							<u>(6)</u>	12/04/2018	Common Stock	17,000
Employee Stock Options	\$ 27.26							<u>(6)</u>	12/03/2019	Common Stock	8,000

(right to
buy)Employee
Stock

Options \$ 43.32

(right to
buy)(6)

12/07/2020

Common
Stock

6,400

Employee
Stock

Options \$ 43.73

(right to
buy)(7)

11/28/2021

Common
Stock

8,800

Employee
Stock

Options \$ 61.59

(right to
buy)(8)

11/28/2022

Common
Stock

7,100

Employee
Stock

Options \$ 71.75

(right to
buy)(9)

11/25/2023

Common
Stock

6,900

Employee
Stock

Options \$ 79.66

(right to
buy)(10)

11/24/2024

Common
Stock

7,600

Employee
Stock

Options \$ 70.91 11/23/2015

(right to
buy)

A

11,000

(11)

11/23/2025

Common
Stock

11,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
VEILLETTE ROBERT E 28601 CLEMENS ROAD WESTLAKE, OH 44145			VP, General Counsel & Sec	

Signatures

Robert E. 11/25/2015
Veillette

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 18,530 shares underlying performance share units and share equivalent units that were previously reported in Table II.
- (2) On November 23, 2015, the Company awarded 1,400 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.
- (3) On November 24, 2014, the Company awarded 1,200 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. 188 of the 400 shares that vested November 24, 2015 were withheld to cover withholding taxes due upon vesting. The holdings include 29 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.
- (4) 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.
- (5) 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
- (6) All such options have fully vested.
- (7) On November 28, 2011, the Company awarded 8,800 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.
- (8) On November 28, 2012, the Company awarded 7,100 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.
- (9) On November 25, 2013, the Company awarded 6,900 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.
- (10) On November 24, 2014, the Company awarded 7,600 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.
- (11) On November 23, 2015, the Company awarded 11,000 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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