NORDSON CORP Form 4

November 28, 2016

## FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

OMB APPROVAL

Number: 3235-0287

Expires: January 31, 2005 Estimated average

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Check this box if no longer subject to Section 16. Form 4 or

Form 4 or
Form 5

obligations
may continue.

See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * KEANE JOHN J			2. Issuer Name and Ticker or Trading Symbol NORDSON CORP [NDSN]	5. Relationship of Reporting Person(s) to Issuer  (Check all applicable)		
(Last) (First) (Midd		(Middle)	3. Date of Earliest Transaction	(Check all applicable)		
			(Month/Day/Year)	Director 10% Owner		
28601 CLEMENS ROAD			11/23/2016	Officer (give title Other (specify below)		
				Senior Vice President		
(Street)			4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check Applicable Line)		
			Filed(Month/Day/Year)			
WESTLAKE, OH 44145				_X_ Form filed by One Reporting Person Form filed by More than One Reporting Person		

(City)	(State)	(Zip) Tabl	le I - Non	ı-I	Derivative	Secu	rities Acqu	ired, Disposed 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)	on Date, if Transact Code			ispose 4 and (A)	` ′	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	V	Amount	or (D)	Price	(Instr. 3 and 4)		
Common Stock	11/23/2016		F		376	D	\$ 109.14	56,447	D (1)	
Common Stock	11/24/2016		F		282	D	\$ 109.95	56,165	D (2)	
Common Stock	11/25/2016		F		298	D	\$ 109.95	55,867	D (3)	
Common Stock								886	I	By Company ESOP Plan

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

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SEC 1474 (9-02)

> 8. Pr Deriv Secu (Inst

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. Transacti Code (Instr. 8)	5. onNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		ate	7. Title and A Underlying S (Instr. 3 and	Securities
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Options (right to buy)	\$ 27.26					<u>(5)</u>	12/03/2019	Common Stock	23,600
Employee Stock Options (right to buy)	\$ 43.32					(5)	12/07/2020	Common Stock	16,000
Employee Stock Options (right to buy)	\$ 43.73					<u>(5)</u>	11/28/2021	Common Stock	16,000
Employee Stock Options (right to buy)	\$ 61.59					<u>(5)</u>	11/28/2022	Common Stock	11,900
Employee Stock Options (right to buy)	\$ 71.75					<u>(6)</u>	11/25/2023	Common Stock	11,500
	\$ 79.66					<u>(7)</u>	11/24/2024		12,500

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Employee Stock Options (right to buy)				Common Stock	
Employee Stock Options (right to buy)	\$ 70.91	(8)	11/23/2025	Common Stock	17,200
Employee Stock Options (right to buy)	\$ 107.65	(9)	11/21/2026	Common Stock	14,000

## **Reporting Owners**

Reporting Owner Name / Address	Keiauonsnips					
	Director	10% Owner	Officer	Other		

Director 10% Owner Officer

KEANE JOHN J

28601 CLEMENS ROAD Senior 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).
- On November 23, 2015, the Company awarded 2,400 restricted shares under the Company's 2012 Stock Incentive and Award Plan.

  One-third of the restricted shares vested on November 23, 2016, and one-third will vest on each of November 23, 2017 and 2018. 376 of the 800 shares that vested November 23, 2016 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 24, 2014, the Company awarded 1,800 restricted shares under the Company's 2012 Stock Incentive and Award Plan.

  One-third of the restricted shares vested on each of November 24, 2015 and 2016, and one-third will vest on November 24, 2017. 282 of the 600 shares that vested November 24, 2016 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 25, 2013, the Company awarded 1,900 restricted shares under the Company's 2012 Stock Incentive and Award Plan.

  One-third of the restricted shares vested on each of November 25, 2014, 2015, and 2016. 298 of the 634 shares that vested November 25, 2016 were withheld to cover withholding taxes due upon vesting. The holdings are net of shares previously withheld or sold to cover withholding taxes.
- (4) 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.
- (5) All such options have fully vested.

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- On November 25, 2013, the Company awarded 11,500 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 awarded 12,500 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.
- On November 23, 2015, the Company awarded 17,200 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.
- On November 21, 2016, the Company awarded 14,000 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. 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.