NORDSON CORP

Form 4 January 07, 2014

### FORM 4

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

**OMB** 

Check this box STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES** 

3235-0287 Number: January 31, Expires: 2005

**OMB APPROVAL** 

if no longer subject to Section 16. Form 4 or Form 5

obligations

Estimated average burden hours per response... 0.5

5. Relationship of Reporting Person(s) to

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

2. Issuer Name and Ticker or Trading

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person \*

VEILLETTE ROBERT E			Symbol  NORDEGON CORP INDONE				iiig	Issuer		
			NORDS	NORDSON CORP [NDSN]				(Check all applicable)		
(Last) (First) (Middle) 28601 CLEMENS ROAD			3. Date of Earliest Transaction (Month/Day/Year) 01/03/2014					Director 10% Owner Officer (give title below) Other (specify below)		
								VP, Ge	neral Counsel &	z Sec
			4. If Ame	. If Amendment, Date Original illed(Month/Day/Year)				6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting		
			Filed(Mo							
WESTLAKE, OH 44145								Person		
(City)	(State)	(Zip)	Tab	le I - Non-	Derivative	Secu	rities Acq	quired, Disposed	of, or Beneficia	lly Owned
1.Title of Security (Instr. 3)	2. Transaction Date 2A. Deemed (Month/Day/Year) 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)				5. Amount of Securities Beneficially Owned Following Reported	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code V	Amount	or	Price	Transaction(s) (Instr. 3 and 4)		
Common Shares	01/03/2014			A(1)	4,800	A	\$0	13,675 <u>(2)</u>	D	
Common Shares	01/03/2014			F	593	D	\$ 73.77	13,082 (2)	D	
Common Shares	01/03/2014			D(3)	3,360	D	<u>(3)</u>	9,722 (2)	D	
Common Shares								2,528 <u>(4)</u>	I	Company ESOP and 401(k)

Plan

#### Edgar Filing: NORDSON CORP - Form 4

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474 (9-02)

> 8. P Deri Secu (Ins

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. Transactic Code (Instr. 8)	5. Number op for 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
Share Equivalent Units (5)	<u>(5)</u>	01/03/2014		A	3,360	<u>(5)</u>	<u>(5)</u>	Common Shares	3,360

D . I . 4. . . . . I. . .

## **Reporting Owners**

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

### **Signatures**

Robert E.
Veillette

\*\*Signature of Reporting Person

O1/07/2014

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) Performance units awarded under Amended and Restated 2004 Long Term Performance Plan convert to common shares on a one-for-one basis on settlement date.
- (2) Includes 223 shares acquired through participation in the Company's Dividend Reinvestment Plan.
- (3) Performance units awarded under the Amended and Restated 2004 Long Term Performance Plan convert to common shares on a one-for-one basis. Reporting person elected to defer the receipt of 3,360 shares of common stock and received instead 3,360 share

Reporting Owners 2

#### Edgar Filing: NORDSON CORP - Form 4

equivalent units under the Amended and Restated 2005 Deferred Compensation Plan. As a result, the reporting person is reporting the disposition of 3,360 shares of common stock in exchange for an equal number of share equivalent units.

- (4) Balance as of December 27, 2013.
  - Share equivalent units acquired through deferral of performance shares awarded under Amended and Restated 2004 Long Term Performance Plan. Deferrals are made to the Nordson Stock Measurement Fund of the Amended and Restated 2005 Deferred
- (5) Compensation Plan. Share equivalent units are settled in common shares at reporting person's termination of employment or retirement subject to delayed distribution rules of Internal Revenue Code Section 409(A).

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.