NORDSON CORP Form 4

September 04, 2014

FORM 4

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

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

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 ** RICHEY VICTOR L JR			2. Issuer Name and Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer		
			NORDSON CORP [NDSN]	(Check all applicable)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction			
28601 CLEM	IENS ROAD)	(Month/Day/Year) 09/04/2014	Director 10% Owner Officer (give title below) — Other (specification)		
	(Street)		4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check		
WESTLAKE, 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) (Z	Zip) Table	e I - Non-De	erivative S	Securit	ties Acq	quired, Disposed o	of, or Beneficial	ly Owned
1.Title of	2. Transaction Date	2A. Deemed	3.	4. Securi	ties Ac	quired	5. Amount of	6. Ownership	7. Nature of
Security	(Month/Day/Year)	Execution Date, if	Transactio	on(A) or Disposed of			Securities	Form: Direct	Indirect
(Instr. 3)		any	Code	Code (D)			Beneficially	(D) or	Beneficial
		(Month/Day/Year)	(Instr. 8)	(Instr. 3, 4 and 5)			Owned	Indirect (I)	Ownership
						Following	(Instr. 4)	(Instr. 4)	
				(A)		Reported			
						Transaction(s)			
			Code V	Amount	or (D)	Price	(Instr. 3 and 4)		
Common Shares	09/04/2014		S	924	_	\$ 81.9 (1) (2)	0	D	

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)

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January 31,

2005

0.5

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Number:

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Estimated average

burden hours per

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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)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8. Price Derivati Security (Instr. 5
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Restricted Share Units (3)	(3)	09/04/2014		<u>J(4)</u>	10	(3)	(3)	Common Shares	10	\$ 0
Share Equivalent Units (5)	<u>(5)</u>	09/04/2014		J <u>(6)</u>	42	<u>(5)</u>	<u>(5)</u>	Common Shares	42	\$ 0

Reporting Owners

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

RICHEY VICTOR L JR 28601 CLEMENS ROAD 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).
- (1) This transaction was executed in multiple trades at prices ranging from \$81.90 to \$81.91.
- The price reported above reflects the weighted average sale price. The reporting person will provide upon request to the SEC staff,

 Nordson Corporation or a shareholder of Nordson Corporation full information regarding the number of shares and prices at which each transaction was effected.
- Pursuant to the 2012 Stock Incentive and Award Plan, restricted stock units ("RSUs") vest one year after the grant date. Under the Directors Deferred Compensation Sub-Plan, if receipt of shares upon vesting was deferred, RSUs convert to an equal number of share equivalent units. If receipt of shares upon vesting was not deferred, RSUs convert to unrestricted Nordson Common shares on a one-for-one basis.
- (4) Restricted share units acquired through dividend unit accruals pursuant to the 2012 Stock Incentive and Award Plan.

(5)

Reporting Owners 2

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Share equivalent units accrued through Nordson's Directors' Deferred Compensation Sub-Plan. At time of distribution, share equivalent units convert to common shares on a one-for-one basis. Distribution is not permissible until participant ceases to be a director.

(6) Share equivalent units acquired through dividend payments.

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.