NORDSON CORP Form 4

February 29, 2016

FORM 4

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

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OMB APPROVAL

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Expires: January 31, 2005

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Form 4 or Form 5 obligations may continue.

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

response...

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See Instruction 1(b).

(Print or Type Responses)

Common

Stock

1 Name and Address of Departing D

1. Name and Address of Reporting Person * MERK GREGORY P			Issuer Name and abol DRDSON COI			ing	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)		
(Last) (First) (Middle) 28601 CLEMENS ROAD			Oate of Earliest Tonth/Day/Year) (26/2016	ransaction			Director 10% Owner Officer (give title below) below) Senior Vice President		
WESTI AV	(Street)		f Amendment, D d(Month/Day/Yea		al		6. Individual or J Applicable Line) _X_ Form filed by Form filed by		erson
WESILAN	E, OH 44145						Person		
(City)	(State)	(Zip)	Table I - Non-l	Derivative	Secu	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 Dat any (Month/Day/Y	Code Year) (Instr. 8)	4. Securi on(A) or D (Instr. 3,	ispose 4 and (A) or	d of (D)	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	02/26/2016		M	7,000	A	\$ 24.39	46,755	D (1)	
Common Stock	02/26/2016		S	7,000	D	\$ 71.63	39,812	D (3)	

(2)

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

By

Company

Savings Plan (4)

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SEC 1474 (9-02)

 $\label{thm:convergence} \begin{tabular}{ll} Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned \\ (e.g., puts, calls, warrants, options, convertible securities) \end{tabular}$

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)	Secu Acqu (A) o Disp (D)	orities aired or osed of r. 3, 4,	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)	\$ 24.39	02/26/2016		M		7,000	<u>(5)</u>	11/22/2016	Common Stock	7,000
Employee Stock Options (right to buy)	\$ 26.46						<u>(5)</u>	12/05/2017	Common Stock	13,600
Employee Stock Options (right to buy)	\$ 14.37						<u>(5)</u>	12/04/2018	Common Stock	22,800
Employee Stock Options (right to buy)	\$ 27.26						<u>(5)</u>	12/03/2019	Common Stock	12,200
Employee Stock Options (right to buy)	\$ 43.32						<u>(5)</u>	12/07/2020	Common Stock	9,000
Employee Stock Options	\$ 43.73						<u>(5)</u>	11/28/2021	Common Stock	10,000

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(right to buy)					
Employee Stock Options (right to buy)	\$ 61.59	<u>(6)</u>	11/28/2022	Common Stock	7,600
Employee Stock Options (right to buy)	\$ 71.75	<u>(7)</u>	11/25/2023	Common Stock	7,600
Employee Stock Options (right to buy)	\$ 79.66	(8)	11/24/2024	Common Stock	8,300
Employee Stock Options (right to buy)	\$ 70.91	<u>(9)</u>	11/23/2025	Common Stock	13,400

Reporting Owners

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

MERK GREGORY P 28601 CLEMENS ROAD WESTLAKE, OH 44145

Senior Vice President

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

 (1) 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 \$71.58 to \$71.68. 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.

Reporting Owners 3

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- (3) The holdings include 57 shares acquired through participation in the Company's Dividend Reinvestment Plan, and 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 Savings Plan, exempt pursuant to Rule 16b-3(c). The reporting person disclaims beneficial ownership of these securities.
- (5) All such options have fully vested.
- On November 28, 2012, the Company awarded 7,600 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.
- On November 25, 2013, 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 25, 2014. The vested portions of such options will become exercisable upon vesting.
- On November 24, 2014, the Company awarded 8,300 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 13,400 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. 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.