NORDSON CORP Form 4

December 02, 2016

## FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

2. Issuer Name and Ticker or Trading

OMB

3235-0287 Number: Expires:

**OMB APPROVAL** 

January 31, 2005

0.5

Estimated average burden hours per

response...

5. Relationship of Reporting Person(s) to

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

Check this box

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			Symbol NORDSON CORP [NDSN]					Issuer (Charle all applicable)			
(Last)	3. Date of	3. Date of Earliest Transaction					(Check all applicable)				
(Last) (First) (Middle) 28601 CLEMENS ROAD			(Month/Day/Year) 11/30/2016					Director 10% Owner Officer (give title Other (specify below)  Senior Vice President			
		4. If Amendment, Date Original Filed(Month/Day/Year)					6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person				
WESTLAK							Form filed by More than One Reporting Person				
(City)	(State)	(Zip)	Table	e I - Non-D	erivative S	Securi	ties Ac	quired, Disposed	of, or Beneficia	ally Owned	
1.Title of Security (Instr. 3)	2. Transaction Do (Month/Day/Yea	r) Execution	emed on Date, if /Day/Year)	3. Transactic Code (Instr. 8)	4. Securi onAcquired Disposed (Instr. 3,	l (A) o l 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	11/30/2016			A	6,275	A	\$0	62,142	D (1)		
Common Stock								886	I	By Company ESOP Plan	

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

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

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. Transactic Code (Instr. 8)	of	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8. Pri Deriv Secu (Insti
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Employee Stock Options (right to buy)	\$ 27.26					<u>(3)</u>	12/03/2019	Common Stock	23,600	
Employee Stock Options (right to buy)	\$ 43.32					(3)	12/07/2020	Common Stock	16,000	
Employee Stock Options (right to buy)	\$ 43.73					(3)	11/28/2021	Common Stock	16,000	
Employee Stock Options (right to buy)	\$ 61.59					(3)	11/28/2022	Common Stock	11,900	
Employee Stock Options (right to buy)	\$ 71.75					<u>(4)</u>	11/25/2023	Common Stock	11,500	
Employee Stock Options (right to buy)	\$ 79.66					<u>(5)</u>	11/24/2024	Common Stock	12,500	
Employee Stock	\$ 70.91					<u>(6)</u>	11/23/2025	Common Stock	17,200	

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**Options** 

(right to

buy)

Employee

Stock **Options** 

(right to buy)

\$ 107.65

(7) 11/21/2026 Common Stock

14,000

## **Reporting Owners**

Relationships Reporting Owner Name / Address

> 10% Owner Officer Other Director

KEANE JOHN J 28601 CLEMENS ROAD WESTLAKE, OH 44145

Senior Vice President

## **Signatures**

Robert E. Veillette, Attorney-In-Fact

12/02/2016

\*\*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).
- Award of performance share units under the Company's 2012 Stock Incentive and Award Plan that were earned upon the achievement of (1) performance measures over a 3-year performance period ended October 31, 2016. The holdings are net of shares previously withheld or sold to cover withholding taxes.
- 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).
- (3) All such options have fully vested.
- On November 25, 2013, the Company awarded 11,500 stock options under the Company's 2012 Stock Incentive and Award Plan. The (4) 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 (5) 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 (6) 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 (7) 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.

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