

DeVries James E
Form 4
December 04, 2018

FORM 4

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

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
DeVries James E

2. Issuer Name and Ticker or Trading Symbol
NORDSON CORP [NDSN]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)

____ Director _____ 10% Owner
____ Officer (give title below) _____ Other (specify below)

28601 CLEMENS ROAD

11/30/2018

Executive Vice President

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

WESTLAKE, OH 44145

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	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)
			Code	V Amount (A) or (D) Price			
Common Stock	11/30/2018		F	137 D \$ 120.41	42,735	D (1)	
Common Stock	11/30/2018		F	121 D \$ 120.41	42,614	D (2)	
Common Stock					2,878	I	By Company ESOP Plan (3)

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

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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. Transaction Code (Instr. 8)	5. Number 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 or Value 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)	\$ 27.26					(4)	12/03/2019	Common Stock	3,500
Employee Stock Options (right to buy)	\$ 43.32					(4)	12/07/2020	Common Stock	4,000
Employee Stock Options (right to buy)	\$ 43.73					(4)	11/28/2021	Common Stock	6,000
Employee Stock Options (right to buy)	\$ 61.59					(4)	11/28/2022	Common Stock	4,500
Employee Stock Options (right to buy)	\$ 71.75					(4)	11/25/2023	Common Stock	5,200
Employee Stock Options	\$ 79.66					(4)	11/24/2024	Common Stock	5,800

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(3) Represents the number of shares attributable to the reporting person's participation in the Nordson Employee Stock Ownership Plan, exempt pursuant to Rule 16b-3(c).

(4) All such options have fully vested.

On November 23, 2015, the Company awarded 9,100 stock options under the Company's 2012 Stock Incentive and Award Plan. The (5) 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 6,600 stock options under the Company's 2012 Stock Incentive and Award Plan. The (6) options vest in 4 equal annual installments beginning on November 21, 2017. The vested portions of such options will become exercisable upon vesting.

On November 20, 2017, the Company awarded 6,500 stock options under the Company's 2012 Stock Incentive and Award Plan. The (7) options vest in 4 equal annual installments beginning on November 20, 2018. The vested portions of such options will become exercisable upon vesting.

On November 26, 2018, the Company awarded 6,100 stock options under the Company's 2012 Stock Incentive and Award Plan. The (8) options vest in 4 equal annual installments beginning on November 26, 2019. 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.

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