MERK GREGORY P

Form 4

December 04, 2018

FORM 4

Check this box

if no longer

subject to

Section 16.

Form 4 or

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

OMB 3235-0287

OMB APPROVAL

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January 31,

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

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

SECURITIES

30(h) of the Investment Company Act of 1940

1(b).

Common

Stock

(Print or Type Responses)

See Instruction

			2. Issuer Name and Ticker or Trading Symbol NORDSON CORP [NDSN]				ing	5. Relationship of Reporting Person(s) to Issuer (Chack all applicable)			
(Last)	(First)	(Middle)	3. Date of Earliest Transaction					(Check all applicable)			
28601 CLE	MENS ROAD		(Month/I 11/30/2	Day/Year) 018				Director Officer (give below) Execut		% Owner ner (specify	
	(Street)			endment, Da nth/Day/Year	Č	al		6. Individual or Jo Applicable Line) _X_ Form filed by			
WESTLAKE, OH 44145								Form filed by More than One Reporting Person			
(City)	(State)	(Zip)	Tab	le I - Non-I	Derivative	Secu	rities Acqu	uired, Disposed o	f, or Beneficia	lly Owned	
1.Title of Security (Instr. 3)	2. Transaction Da (Month/Day/Year	r) Execution any		3. Transaction Code (Instr. 8)	4. Securi on(A) or Do (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	11/30/2018			F	178	D	\$ 120.41	55,367	D (1)		
Common Stock	11/30/2018			F	158	D	\$ 120.41	55,209	D (2)		
										Ву	

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)

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Company

Savings Plan (3)

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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. Transactic Code (Instr. 8)	5. orNumber 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. Pri Deriv Secu (Insti
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Employee Stock Options (right to buy)	\$ 43.32					<u>(4)</u>	12/07/2020	Common Stock	9,000	
Employee Stock Options (right to buy)	\$ 43.73					<u>(4)</u>	11/28/2021	Common Stock	10,000	
Employee Stock Options (right to buy)	\$ 61.59					<u>(4)</u>	11/28/2022	Common Stock	7,600	
Employee Stock Options (right to buy)	\$ 71.75					(4)	11/25/2023	Common Stock	7,600	
Employee Stock Options (right to buy)	\$ 79.66					<u>(4)</u>	11/24/2024	Common Stock	8,300	
Employee Stock Options	\$ 70.91					<u>(5)</u>	11/23/2025	Common Stock	13,400	

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(right to buy)					
Employee Stock Options (right to buy)	\$ 107.65	<u>(6)</u>	11/21/2026	Common Stock	10,000
Employee Stock Options (right to buy)	\$ 127.67	<u>(7)</u>	11/20/2027	Common Stock	9,000
Employee Stock Options (right to buy)	\$ 124.9	(8)	11/26/2028	Common Stock	8,800

Reporting Owners

Reporting Owner Name / Address	Relationships
Reporting Owner Maine / Address	

Director 10% Owner Officer Other

MERK GREGORY P 28601 CLEMENS ROAD WESTLAKE, OH 44145

Executive Vice President

Signatures

Gina A. Beredo, 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).
- On November 21, 2016, the Company awarded 1,350 restricted shares under the Company's 2012 Stock Incentive and Award Plan.

 One-third of the restricted shares vested on each of November 30, 2017 and 2018, and one-third will vest on November 30, 2019. 178 of the 450 shares that vested November 21, 2018 were withheld to cover withholding taxes due upon vesting. The holdings are net of shares previously withheld or sold to cover withholding taxes.
- On November 20, 2017, the Company awarded 1,200 restricted shares under the Company's 2012 Stock Incentive and Award Plan.

 One-third of the restricted shares vested on November 30, 2018, and one-third will vest on each of November 30, 2019 and 2020. 158 of the 400 shares that vested November 20, 2018 were withheld to cover withholding taxes due upon vesting. The holdings are net of shares previously withheld or sold to cover withholding taxes.
- (3) Represents the number of shares attributable to the reporting person's participation in the Company's Savings Plan, exempt pursuant to Rule 16b-e(c).
- (4) All such options have fully vested.
- (5) 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

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exercisable upon vesting.

- On November 21, 2016, the Company awarded 10,000 stock options under the Company's 2012 Stock Incentive and Award Plan. The 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 9,000 stock options under the Company's 2012 Stock Incentive and Award Plan. The 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 granted 8,800 stock options under the Company's 2012 Stock Incentive and Award Plan. The 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. 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.