

NORDSON CORP
Form 4
November 28, 2016

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 *
KEANE JOHN J

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)
28601 CLEMENS ROAD

3. Date of Earliest Transaction (Month/Day/Year)
11/23/2016

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

(Street)
WESTLAKE, OH 44145

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

(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 | 11/23/2016 | | F | | 376 | D | \$ 109.14 |
| Common Stock | 11/24/2016 | | F | | 282 | D | \$ 109.95 |
| Common Stock | 11/25/2016 | | F | | 298 | D | \$ 109.95 |
| Common Stock | | | | | 886 | I | |

By
Company
ESOP Plan
(4)

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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)

| 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 Amount of Derivative Security (Instr. 3) | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Employee Stock Options (right to buy) | \$ 27.26 | | | | | <u>(5)</u> 12/03/2019 | Common Stock | 23,600 | |
| Employee Stock Options (right to buy) | \$ 43.32 | | | | | <u>(5)</u> 12/07/2020 | Common Stock | 16,000 | |
| Employee Stock Options (right to buy) | \$ 43.73 | | | | | <u>(5)</u> 11/28/2021 | Common Stock | 16,000 | |
| Employee Stock Options (right to buy) | \$ 61.59 | | | | | <u>(5)</u> 11/28/2022 | Common Stock | 11,900 | |
| Employee Stock Options (right to buy) | \$ 71.75 | | | | | <u>(6)</u> 11/25/2023 | Common Stock | 11,500 | |
| | \$ 79.66 | | | | | <u>(7)</u> 11/24/2024 | | 12,500 | |

| | | | | | |
|---|-----------|------------|------------|-----------------|--------|
| Employee Stock Options (right to buy) | | | | Common Stock | |
| Employee Stock Options (right to buy) | \$ 70.91 | <u>(8)</u> | 11/23/2025 | Common Stock | 17,200 |
| Employee Stock Options (right to buy) | \$ 107.65 | <u>(9)</u> | 11/21/2026 | Common Stock | 14,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-----------------------|-------|
| | Director | 10% Owner | Officer | Other |
| KEANE JOHN J 28601 CLEMENS ROAD WESTLAKE, OH 44145 | | | Senior Vice President | |

Signatures

Robert E. Veillette,
Attorney-In-Fact

11/28/2016

__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).

- (1) On November 23, 2015, the Company awarded 2,400 restricted shares under the Company's 2012 Stock Incentive and Award Plan. One-third of the restricted shares vested on November 23, 2016, and one-third will vest on each of November 23, 2017 and 2018. 376 of the 800 shares that vested November 23, 2016 were withheld to cover withholding taxes due upon vesting. The holdings are net of shares previously withheld or sold to cover withholding taxes.
- (2) On November 24, 2014, the Company awarded 1,800 restricted shares under the Company's 2012 Stock Incentive and Award Plan. One-third of the restricted shares vested on each of November 24, 2015 and 2016, and one-third will vest on November 24, 2017. 282 of the 600 shares that vested November 24, 2016 were withheld to cover withholding taxes due upon vesting. The holdings are net of shares previously withheld or sold to cover withholding taxes.
- (3) On November 25, 2013, the Company awarded 1,900 restricted shares under the Company's 2012 Stock Incentive and Award Plan. One-third of the restricted shares vested on each of November 25, 2014, 2015, and 2016. 298 of the 634 shares that vested November 25, 2016 were withheld to cover withholding taxes due upon vesting. The holdings 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 Employee Stock Ownership Plan, exempt pursuant to Rule 16b-3(c). The reporting person disclaims beneficial ownership of these securities.
- (5) All such options have fully vested.

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- (6) On November 25, 2013, the Company awarded 11,500 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.
- (7) On November 24, 2014, the Company awarded 12,500 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.
- (8) On November 23, 2015, the Company awarded 17,200 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.
- (9) On November 21, 2016, the Company awarded 14,000 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.

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.