

NORDSON CORP  
Form 4  
December 01, 2015

**FORM 4**

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**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)  
28601 CLEMENS ROAD  
  
(Street)

3. Date of Earliest Transaction (Month/Day/Year)  
11/28/2015

\_\_\_\_ Director  
\_\_\_\_ Officer (give title below)  
\_\_\_\_ 10% Owner  
\_\_\_\_ Other (specify below)  
Vice President

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 Ownership (Instr. 4)
				(A) or (D) Code V Amount (D) Price			
Common Stock	11/28/2015		F	161 D \$ 72.74	31,031	D	(1)
Common Stock	12/01/2015		A	2,193 A \$ 0	33,224	D	(2)
Common Stock					5,000	I	By Company ESOP Plan (3)

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

**Persons who respond to the collection of information contained in this form are not**

SEC 1474 (9-02)

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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)	\$ 24.46					(4)	12/06/2016	Common Stock	5,000
Employee Stock Options (right to buy)	\$ 26.46					(4)	12/05/2017	Common Stock	5,000
Employee Stock Options (right to buy)	\$ 14.37					(4)	12/04/2018	Common Stock	5,800
Employee Stock Options (right to buy)	\$ 27.26					(4)	12/03/2019	Common Stock	3,500
Employee Stock Options (right to buy)	\$ 43.32					(5)	12/07/2020	Common Stock	4,000
Employee Stock Options	\$ 43.73					(4)	11/28/2021	Common Stock	6,000

(right to buy)					
Employee Stock Options (right to buy)	\$ 61.59	<u>(6)</u>	11/28/2022	Common Stock	4,500
Employee Stock Options (right to buy)	\$ 71.75	<u>(7)</u>	11/25/2023	Common Stock	5,200
Employee Stock Options (right to buy)	\$ 79.66	<u>(8)</u>	11/24/2024	Common Stock	5,800
Employee Stock Options (right to buy)	\$ 70.91	<u>(9)</u>	11/23/2025	Common Stock	9,100

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
DeVries James E 28601 CLEMENS ROAD WESTLAKE, OH 44145			Vice President	

## Signatures

Robert E. Veillette,  
Attorney-In-Fact

12/01/2015

        \*\*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 28, 2012, the Company awarded 1,000 restricted shares under the Company's 2012 Long-Term Performance Plan.

- (1) One-third of the restricted shares vested on each of November 28, 2013, 2014 and 2015. 161 of the 334 shares that vested November 28, 2015 were withheld to cover withholding taxes due upon vesting. The holdings include 2,783 shares acquired through participation in the Company's Dividend Reinvestment Plan and are net of shares previously withheld, or sold under a Rule 10b5-1 trading plan, to cover withholding taxes.

- (2) Award of performance share units under the Company's 2012 Stock Incentive and Award Plan that were earned upon the achievement of performance measures over a 3-year performance period ended October 31, 2015. The performance share units are settled in common shares on a one-to-one basis on the settlement date.

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- (3) Represents the number of shares attributable to the reporting person's participation in the Company Stock Fund of the Nordson Employee Stock Ownership Plan, exempt pursuant to Rule 16b-3(c). The reporting person disclaims beneficial ownership of these securities.
- (4) All such options have fully vested.
- (5) On December 7, 2010, the Company awarded 4,000 stock options under the Company's Long-Term Performance Plan. The options vest in 5 equal annual installments beginning on December 7, 2011. The vested portions of such options will become exercisable upon vesting.
- (6) On November 28, 2012, the Company awarded 4,500 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.
- (7) On November 25, 2013, the Company awarded 5,200 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.
- (8) On November 24, 2014, the Company awarded 5,800 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.
- (9) On November 23, 2015, the Company awarded 9,100 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.