

NORDSON CORP
Form 4
December 02, 2015

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 *
Pembroke Jeffrey A

(Last) (First) (Middle)

C/O NORDSON CORPORATION, 28601 CLEMENS ROAD

(Street)

WESTLAKE, OH 44145

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
12/01/2015

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

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

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)	Price		
Common Stock	12/01/2015		A	1,616	A \$ 0	2,516	D ⁽¹⁾
Common Stock						1	I By Company ESOP Plan ⁽²⁾
Common Stock						137	I By Company Savings Plan ⁽³⁾

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

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(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 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)	\$ 43.32					<u>(4)</u> 12/07/2020		Common Stock	800
Employee Stock Options (right to buy)	\$ 43.73					<u>(5)</u> 11/28/2021		Common Stock	1,800
Employee Stock Options (right to buy)	\$ 61.59					<u>(6)</u> 11/28/2022		Common Stock	2,775
Employee Stock Options (right to buy)	\$ 71.75					<u>(7)</u> 11/25/2023		Common Stock	3,200
Employee Stock Options (right to buy)	\$ 79.66					<u>(8)</u> 11/24/2024		Common Stock	3,800

Employee Stock Options (right to buy)	\$ 70.91	(9)	11/23/2025	Common Stock	7,200
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Pembroke Jeffrey A C/O NORDSON CORPORATION 28601 CLEMENS ROAD WESTLAKE, OH 44145			Vice President	

Signatures

Robert E. Veillette,
Attorney-in-Fact

12/02/2015

__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).

(1) 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.

(2) 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.

(3) Represents the number of shares attributable to the reporting person's participation in the Company's Savings Plan, exempt pursuant to Rule 16b-3(c). The reporting person disclaims beneficial ownership of these securities.

(4) 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. The holdings are net of vested options that were exercised.

(5) All such options have fully vested.

(6) On November 28, 2012, the Company granted 3,700 stock options under the Company's 2012 Stock Incentive and Award 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. The holdings are net of vested options that were exercised.

(7) On November 25, 2013, the Company awarded 3,200 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 3,800 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 7,200 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.

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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