NORDSON CORP Form 4

November 23, 2016

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

Expires:

3235-0287

January 31, 2005

0.5

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obligations

may continue.

See Instruction

Check this box

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

1(b).

Common

Common

Stock

Stock

11/21/2016

(Print or Type Responses)

(IIIII of Type I	ороново)										
KEANE JOHN J S			2. Issuer Name and Ticker or Trading Symbol NORDSON CORP [NDSN]					5. Relationship of Reporting Person(s) to Issuer			
				-	. ` ' J		(Ch	eck all applicable	le)		
(Last)	(First) (M	iddle) 3. Date of (Month/D	Earliest Tra ay/Year)	ansaction			Director	109			
28601 CLEN	MENS ROAD	11/21/20	016				below)	ve title Oth below) ior Vice Preside	` 1		
	nendment, Date Original onth/Day/Year)				6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person						
WESTLAK	E, OH 44145						Form filed by Person	More than One R	eporting		
(City)	(State)	Zip) Table	e I - Non-D	erivative S	Securitie	es Aco	quired, Disposed	of, or Beneficia	ally Owned		
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactio Code (Instr. 8)	4. SecurionAcquired Disposed (Instr. 3,	(A) or (A) or (A) or (A) or	Price	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	11/21/2016		A	1,800		\$ 0	53,159	D (1)			

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

A

3,600 A

\$0

56,823

886

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

 $D^{(2)}$

Ι

By

(3)

Company

ESOP Plan

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required to respond unless the form displays a currently valid OMB control number.

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)	Securitie	ve es d (A) osed of	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount 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						<u>(4)</u>	12/03/2019	Common Stock	23,600
Employee Stock Options (right to buy)	\$ 43.32						<u>(4)</u>	12/07/2020	Common Stock	16,000
Employee Stock Options (right to buy)	\$ 43.73						<u>(4)</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
Employee Stock Options (right to buy)	\$ 79.66						<u>(7)</u>	11/24/2024	Common Stock	12,500

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Employee Stock Options (right to buy)	\$ 70.91				(8)	11/23/2025	Common Stock	17,200
Employee Stock Options (right to buy)	\$ 107.65	11/21/2016	A	14,000	<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 Senior Vice President

WESTLAKE, OH 44145

Signatures

Robert E. Veillette, 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 1,800 restricted shares under the Company's 2012 Stock Incentive and Award Plan. One-third of the restricted shares will vest on each of November 30, 2017, 2018, and 2019.
 - On November 21, 2016, the Company awarded 3,600 performance shares under the Company's 2012 Stock Incentive and Award Plan, which represent the right to receive shares contingent upon the achievement of performance measures over a 3-year performance period.
- (2) Shares that are earned upon the attainment of the applicable performance targets settle in January 2020. The ultimate number of shares earned is subject to adjustment based on actual performance. The holdings include 64 shares acquired through dividend payments and participation in the Company's dividend reinvestment plan, and 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 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.
- On November 28, 2012, the Company awarded 11,900 stock options under the Company's Long-Term Performance Plan. The options (5) vest in 4 equal annual installments beginning on November 28, 2013. The vested portions of such options will become exercisable upon vesting.
- 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.
- 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

Reporting Owners 3

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exercisable upon vesting.

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.