NORDSON CORP Form 4

November 28, 2016

## FORM 4

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

OMB Number: 3235-0287

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response...

**OMB APPROVAL** 

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Expires: January 31, 2005 Estimated average

0.5

Form 4 or Form 5 obligations may continue.

See Instruction

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).

(Print or Type Responses)

1. Name and Address of Reporting Person * BLOOMFIELD DOUGLAS C		_	2. Issuer Name and Ticker or Trading Symbol NORDSON CORP [NDSN]	5. Relationship of Reporting Person(s) to Issuer  (Check all applicable)			
(Last) (First) (Mi		(Middle)	3. Date of Earliest Transaction	(Sheek all applicable)			
			(Month/Day/Year)	Director 10% Owner			
28601 CLEMENS ROAD			11/23/2016	Officer (give title Other (specify below)  Vice President			
(Street)			4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person			
			Filed(Month/Day/Year)				
WESTLAKE, OH 44145							

(City)	(State)	(Zip) Tab	le I - Non-	Derivative	e Secu	rities Acqu	nired, Disposed of	f, or Beneficia	lly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	Code (Instr. 8)	or(A) or D (Instr. 3,	(A) or		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	11/23/2016		Code V F	Amount 162	(D)	Price \$ 109.14	43,955	D (1)	
Common Stock	11/24/2016		F	130	D	\$ 109.95	43,825	D (2)	
Common Stock	11/25/2016		F	141	D	\$ 109.95	43,684	D (3)	
Common Stock							3,258	I	By Company ESOP Plan

223

Ι

Common Stock		By Company Savings Plan (5)
Reminder: Report on a separate line for each class of securities be	Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.	SEC 1474 (9-02)

 $\label{thm:convergence} \begin{tabular}{ll} Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned \\ (e.g., puts, calls, warrants, options, convertible securities) \end{tabular}$ 

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. Dr.Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)			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>(6)</u>	12/07/2020	Common Stock	9,400	
Employee Stock Options (right to buy)	\$ 43.73					<u>(6)</u>	11/28/2021	Common Stock	10,000	
Employee Stock Options (right to buy)	\$ 61.59					<u>(6)</u>	11/28/2022	Common Stock	7,600	
Employee Stock Options (right to buy)	\$ 71.75					<u>(7)</u>	11/25/2023	Common Stock	7,300	
	\$ 79.66					(8)	11/24/2024		7,900	

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**Employee** Common Stock Stock

**Options** (right to buy)

**Employee** Stock

**Options** 

\$ 70.91 (right to buy)

Common 11/23/2025 (9) 11,700 Stock

### **Reporting Owners**

Relationships Reporting Owner Name / Address

> 10% Owner Officer Other

**BLOOMFIELD DOUGLAS C** 28601 CLEMENS ROAD WESTLAKE, OH 44145

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).
- On November 23, 2015, the Company awarded 1,500 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. 162 of the 500 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.
- On November 24, 2014, 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 each of November 24, 2015 and 2016, and one-third will vest on November 24, 2017. 130 of **(2)** the 400 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.
- On November 25, 2013, the Company awarded 3,300 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. 141 of the 434 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.
- 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.
- Represents the number of shares attributable to the reporting person's participation in the Company's Savings Plan, exempt pursuant to **(5)** Rule 16b-3(c). The reporting person disclaims beneficial ownership of these securities.
- (6) All such options have fully vested.
- On November 25, 2013, the Company awarded 7,300 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)

Reporting Owners 3

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On November 24, 2014, the Company awarded 7,900 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.

On November 23, 2015, the Company awarded 11,700 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.