

NORDSON CORP  
Form 4  
October 09, 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 \*  
THAXTON GREGORY A

(Last) (First) (Middle)  
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)  
10/07/2015

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)  
Senior Vice President, CFO

6. Individual or Joint/Group Filing(Check Applicable Line)  
\_X\_ 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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
|                                 |                                      |  | Code                           | V Amount (A) or (D) Price   |   |  |   |
| Common Shares                   | 10/07/2015                           |  | M                              | 5,625 A \$ 14.37  | 19,447  | D (1)  |   |
| Common Shares                   | 10/07/2015                           |  | S                              | 5,625 D \$ 67.72  | 13,822  | D (1) (2)  |   |
| Common Shares                   | 04/07/2015                           |  | G                              | V 66 D \$ 0   | 13,756  | D (3)  |   |
| Common Shares                   |                                      |  |                                |   | 5,671   | I  | Company ESOP and 401(k) Plans (5)                     |

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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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable Expiration Date                         | Title Amount or Number of Shares                              |
| Share Equivalent Unit                      | \$ 0   | 10/07/2015 <sup>(4)</sup>            |  | J                              | V 314 <sup>(4)</sup>  | <sup>(5)</sup> <sup>(5)</sup>                            | Common Shares 314   |
| Employee Stock Option (right to buy)       | \$ 26.46   |                                      |  |                                |   | <sup>(6)</sup> 12/05/2017                                | Common Shares 4,800   |
| Employee Stock Option (right to buy)       | \$ 14.37   | 10/07/2015                           |  | M                              | 5,625   | <sup>(6)</sup> 12/04/2018                                | Common Shares 13,100  |
| Employee Stock Option (right to buy)       | \$ 27.26   |                                      |  |                                |   | <sup>(6)</sup> 12/03/2019                                | Common Shares 11,250  |
| Employee Stock Option (right to buy)       | \$ 43.32   |                                      |  |                                |   | <sup>(6)</sup> 12/07/2020                                | Common Shares 11,400  |
| Employee Stock Option (right to buy)       | \$ 43.73   |                                      |  |                                |   | <sup>(7)</sup> 11/28/2021                                | Common Shares 13,000  |



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On November 28, 2011, the Company granted 13,000 stock options under the Company's Long-Term Performance Plan. The options vest in 4 equal annual installments beginning on November 28, 2012. The vested portions of such options will become exercisable upon vesting.

- (8) On November 28, 2012, the Company granted 11,000 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.

- (9) On November 25, 2013, the Company granted 11,000 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.

- (10) On November 24, 2014, the Company granted 12,200 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.

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.