

THAXTON GREGORY A

Form 4

January 04, 2019

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

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(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)
01/02/2019

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
____X____ Officer (give title below) ____ Other (specify below)

Executive 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)
Common Stock	01/02/2019		M	11,250	A \$ 27.26	64,017	D
Common Stock	01/02/2019		S	11,250	D \$ 117.22	52,767	D ⁽²⁾
Common Stock						7,246	I
Common Stock						1,400	I

By
Company
Savings
Plan ⁽³⁾

By
Company

ESOP Plan
(4)

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
Employee Stock Options (right to buy)	\$ 27.26	01/02/2019		M	11,250	(5) 12/03/2019	Common Stock 11,250
Employee Stock Options (right to buy)	\$ 43.32					(5) 12/07/2020	Common Stock 11,400
Employee Stock Options (right to buy)	\$ 43.73					(5) 11/28/2021	Common Stock 13,000
Employee Stock Options (right to buy)	\$ 61.59					(5) 11/28/2022	Common Stock 11,000
Employee Stock Options (right to buy)	\$ 71.75					(5) 11/25/2023	Common Stock 11,000

Employee Stock Options (right to buy)	\$ 79.66	<u>(5)</u>	11/24/2024	Common Stock	12,200
Employee Stock Options (right to buy)	\$ 70.91	<u>(6)</u>	11/23/2025	Common Stock	17,200
Employee Stock Options (right to buy)	\$ 107.65	<u>(7)</u>	11/21/2026	Common Stock	14,000
Employee Stock Options (right to buy)	\$ 127.67	<u>(8)</u>	11/20/2027	Common Stock	12,500
Employee Stock Options (right to buy)	\$ 124.9	<u>(9)</u>	11/26/2028	Common Stock	11,800

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
THAXTON GREGORY A 28601 CLEMENS ROAD WESTLAKE, OH 44145			Executive Vice President, CFO	

Signatures

Gina A. Beredo 01/04/2019

 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) Price reflected is the weighted-average sale price for shares sold. The shares were sold in multiple transactions, and the range of sale prices for the transactions reported was \$117.02 to \$117.43. The reporting person undertakes to provide to the issuer, any security holder of the issuer, or any staff member of the Securities and Exchange Commission, upon request, information regarding the number of shares sold at each separate price.

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- Exercise of reporting person's stock options that otherwise expire December 3, 2019, of which shares were sold to pay the exercise price,
- (2) to cover withholding taxes, and to pay broker fees and commissions, pursuant to a broker-assisted cashless exercise. The holdings 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 Savings Plan, exempt pursuant to Rule 16b-3(c).
 - (4) 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).
 - (5) All such options have fully vested.
 - (6) The options vest in 4 equal annual installments beginning on November 23, 2016.
 - (7) The options vest in 4 equal annual installments beginning on November 21, 2017.
 - (8) The options vest in 4 equal annual installments beginning on November 20, 2018.
 - (9) The options vest in 4 equal annual installments beginning on November 26, 2019.

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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