MERK GREGORY P
Form 4
January 07, 2019

FORM 4

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

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

OMB Number:	3235-0287
Expires:	January 31, 2005
Estimated average burden hours per response...	0.5

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *
MERK GREGORY P

(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)
01/03/2019

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

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 Stock	01/03/2019		A		6,300 (1)	A	$ 0	61,509	D	
Common Stock	01/03/2019		F		2,222 (2)	D	$ 112.76	59,287	D	
Common Stock								367	I	By Company Savings Plan (3)

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

Persons who respond to the collection of information contained in this form are not

SEC 1474 (9-02)

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. 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. Pri Deriv Secu (Instr
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Employee Stock Options (right to buy)	$ 43.32							(4)	12/07/2020	Common Stock	9,000	
Employee Stock Options (right to buy)	$ 43.73							(4)	11/28/2021	Common Stock	10,000	
Employee Stock Options (right to buy)	$ 61.59							(4)	11/28/2022	Common Stock	7,600	
Employee Stock Options (right to buy)	$ 71.75							(4)	11/25/2023	Common Stock	7,600	
Employee Stock Options (right to buy)	$ 79.66							(4)	11/24/2024	Common Stock	8,300	
Employee Stock Options	$ 70.91							(5)	11/23/2025	Common Stock	13,400	

(right to buy)						
Employee Stock Options (right to buy)	$ 107.65		(6)	11/21/2026	Common Stock	10,000
Employee Stock Options (right to buy)	$ 127.67		(7)	11/20/2027	Common Stock	9,000
Employee Stock Options (right to buy)	$ 124.9		(8)	11/26/2028	Common Stock	8,800

Reporting Owners

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

Signatures

Gina A. Beredo	01/07/2019
**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) Shares issued in connection with settlement of performance award based upon achievement of performance measures for period 2016-2018. The reporting person elected to defer receipt of 20% of such award, resulting in the accrual to his deferral account of 1,260 share units. Each share unit is the economic equivalent of one share of Nordson common stock.

(2) Shares withheld to cover withholding taxes due upon settlement of the performance award for period 2016-2018.

(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) All such options have fully vested.

(5) The options vest in 4 equal annual installments beginning on November 23, 2016.

(6) The options vest in 4 equal annual installments beginning on November 21, 2017.

(7) The options vest in 4 equal annual installments beginning on November 20, 2018.

(8) 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.
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.

Explanation of Responses: