Pembroke Jeffrey A
Form 4
March 01, 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

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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).

(Print or Type Responses)

1. Name and Address of Reporting Person *
Pembroke Jeffrey 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)
02/28/2019

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	02/28/2019		A		6,408 (1)	A	$ 135.76	20,901 (2)	D	
Common Stock								3 (3)	I	By Company ESOP Plan
Common Stock								139 (4)	I	By Company Savings Plan

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

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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 Secur (Instr
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Employee Stock Options (right to buy)	$ 71.75							(5)	11/25/2023	Common Stock	3,200	
Employee Stock Options (right to buy)	$ 79.66							(5)	11/24/2024	Common Stock	3,800	
Employee Stock Options (right to buy)	$ 70.91							(6)	11/23/2025	Common Stock	7,200	
Employee Stock Options (right to buy)	$ 107.65							(7)	11/21/2026	Common Stock	6,500	
Employee Stock Options (right to buy)	$ 127.67							(8)	11/20/2027	Common Stock	8,400	
	$ 124.9							(9)	11/26/2028		8,300	

Employee Stock Options (right to buy)	Common Stock

Reporting Owners

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

Signatures

Gina A. Beredo	03/01/2019
**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) On February 28, 2019, the Company awarded 6,408 restricted shares under the Company's 2012 Stock Incentive and Award Plan, all of which will vest on February 28, 2021.

(2) The total holdings include 13 shares accrued from dividend payments through participation in the Company's Dividend Reinvestment Plan.

(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).

(4) Represents the number of shares attributable to the reporting person's participation in the Company Savings 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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