NORDSON CORP
Form 4
November 25, 2015

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 *
PEET SHELLY

(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)
11/23/2015

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)
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	01/16/2015		G	V	182	D	$ 0	16,292	D (1)	
Common Stock	11/23/2015		A	V	162	A	$ 0	29,561	D (2)	
Common Stock	11/23/2015		A		1,100	A	$ 0	30,661	D (3)	
Common Stock	11/24/2015		F		98	D	$ 71.23	30,563	D (4)	
Common Stock								4	I	By Company ESOP Plan

Common Stock			1,431	I	By Company Savings Plan (6) (5)

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 D S (I
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Employee Stock Options (right to buy)	$ 26.46							(7)	12/05/2017	Common Stock	3,200	
Employee Stock Options (right to buy)	$ 14.37							(7)	12/04/2018	Common Stock	2,800	
Employee Stock Options (right to buy)	$ 27.26							(7)	12/03/2019	Common Stock	5,250	
Employee Stock Options (right to buy)	$ 43.32							(7)	12/07/2020	Common Stock	5,600	

Employee Stock Options (right to buy)	$ 43.73					(8)	11/28/2021	Common Stock	6,000
Employee Stock Options (right to buy)	$ 61.59					(9)	11/28/2022	Common Stock	5,000
Employee Stock Options (right to buy)	$ 71.75					(10)	11/25/2023	Common Stock	5,200
Employee Stock Options (right to buy)	$ 79.66					(11)	11/24/2024	Common Stock	5,800
Employee Stock Options (right to buy)	$ 70.91	11/23/2015		A	9,100	(12)	11/23/2025	Common Stock	9,100

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
PEET SHELLY 28601 CLEMENS ROAD WESTLAKE, OH 44145			Vice President	

Signatures

Robert E. Veillette, Attorney-In-Fact	11/25/2015
**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 each of January 16, 2015, January 21, 2015, September 15, 2015, and September 28, 2015, the reporting person made a gift of shares for a cumulative total of 182 shares gifted. For tax purposes, the value date of the shares delivered is each respective date a gift was made.

(2)

Share equivalent units acquired through dividend payments. Share equivalent units are settled in common shares on a one-to-one basis at reporting person's termination of employment or retirement subject to delayed distribution rules of Internal Revenue Code Section 409(A). The holdings are net of shares previously withheld, or sold under a Rule 10b5-1 trading plan, to cover withholding taxes, and include 13,107 share underlying performance share units and share equivalent units that were previously reported in Table II.

(3) On November 23, 2015, the Company awarded 1,100 restricted shares under the Company's 2012 Stock Incentive and Award Plan. One-third of the restricted shares will vest on each of November 23, 2016, 2017, and 2018.

(4) On November 24, 2014, the Company awarded 900 restricted shares under the Company's 2012 Stock Incentive and Award Plan. One-third of the restricted shares vested November 24, 2015, and one-third will vest November 24, on each of 2016 and 2017. 98 of the 300 shares that vested November 24, 2015 were withheld to cover withholding taxes due upon vesting. The holdings include 548 shares acquired through participation in the Company's Dividend Reinvestment Plan, and are net of shares previously withheld, or sold under a Rule 10b5-1 trading plan, to cover withholding taxes.

(5) 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.

(6) Represents the number of shares attributable to the reporting person's participation in the Company's Savings Plan, exempt pursuant to Rule 16b-3(c). The reporting person disclaims beneficial ownership of these securities.

(7) All such options have fully vested.

(8) On November 28, 2011, the Company awarded 6,000 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.

(9) On November 28, 2012, the Company awarded 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.

(10) On November 25, 2013, the Company awarded 5,200 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.

(11) On November 24, 2014, the Company awarded 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.

(12) On November 23, 2015, the Company awarded 17,200 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.
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