

NORDSON CORP
Form 4
May 31, 2016

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

OMB
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(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)
05/26/2016

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)
Common Stock	02/29/2016		G	V 152 D \$ 0	31,722	D <u>(1)</u>	
Common Stock	05/26/2016		M	3,200 A \$ 26.46	34,922	D	
Common Stock	05/26/2016		F	968 D \$ 87.49	34,139	D <u>(2)</u>	
Common Stock					5	I	By Company ESOP Plan <u>(3)</u>
					1,440	I	

Common
StockBy
Company
Savings
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)	8
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Options (right to buy)	\$ 26.46	05/26/2016		M	3,200	<u>(5)</u>	12/05/2017	Common Stock	3,200
Employee Stock Options (right to buy)	\$ 14.37					<u>(5)</u>	12/04/2018	Common Stock	2,800
Employee Stock Options (right to buy)	\$ 27.26					<u>(5)</u>	12/03/2019	Common Stock	5,250
Employee Stock Options (right to buy)	\$ 43.32					<u>(5)</u>	12/07/2020	Common Stock	5,600
Employee Stock	\$ 43.73					<u>(5)</u>	11/28/2021	Common Stock	6,000

Options
(right to
buy)

Employee
Stock

Options	\$ 61.59	(6)	11/28/2022	Common Stock	5,000
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(right to
buy)

Employee
Stock

Options	\$ 71.75	(7)	11/25/2023	Common Stock	5,200
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(right to
buy)

Employee
Stock

Options	\$ 79.66	(8)	11/24/2024	Common Stock	5,800
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(right to
buy)

Employee
Stock

Options	\$ 70.91	(9)	11/23/2025	Common Stock	9,100
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(right to
buy)

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	05/31/2016
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__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 February 29, 2016 and March 1, 2016, the reporting person made a gift of shares for a cumulative total of 152 shares gifted. For tax purposes, the value date of the shares delivered is each respective date a gift was made.

- (2) Exercise of reporting person's stock options that would otherwise expire December 5, 2017. Unrestricted shares of reporting person were sold to pay the exercise price pursuant to a broker-assisted cashless exercise and hold. The net holdings include 185 shares acquired through dividend payments and participation in the Company's Dividend Reinvestment Plan and are net of shares previously withheld or sold to cover withholding taxes.

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(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). The reporting person disclaims beneficial ownership of these securities.

(4) 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.

(5) All such options have fully vested.

(6) 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.

(7) 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.

(8) 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.

(9) 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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