

NORDSON CORP

Form 4

June 02, 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

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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**VEILLETTE ROBERT E**

(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)  
06/01/2016

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)

VP, General Counsel &amp; Sec

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<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired<br>(A) or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|---|---|--------------------------------------|---|--|--|---|
| Common<br>Stock                       | 06/01/2016                              |   | M                                    | 3,200 A   | \$<br>24.46  | 40,637   | D   |
| Common<br>Stock                       | 06/01/2016                              |   | F                                    | 980 D   | \$<br>86.45  | 39,657   | D <sup>(1)</sup>  |
| Common<br>Stock                       | 06/02/2016                              |   | M                                    | 1,000 A   | \$<br>24.46  | 40,657   | D   |
| Common<br>Stock                       | 06/02/2016                              |   | S                                    | 1,000 D   | \$<br>87.86  | 39,657   | D <sup>(2)</sup>  |
| Common<br>Stock                       | 06/02/2016                              |   | M                                    | 8,000 A   | \$<br>27.81  | 47,657   | D   |

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|              |            |   |       |   |                    |        |       |                                      |
|--------------|------------|---|-------|---|--------------------|--------|-------|--------------------------------------|
| Common Stock | 06/02/2016 | S | 5,500 | D | \$<br>87.69<br>(3) | 42,324 | D (4) |                                      |
| Common Stock |            |   |       |   |                    | 2,104  | I     | By<br>Company<br>ESOP Plan<br>(5)    |
| Common Stock |            |   |       |   |                    | 504    | I     | By<br>Company<br>Savings<br>Plan (6) |

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

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SEC 1474  
(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4.<br>Transaction<br>Code<br>(Instr. 8) | 5. Number<br>of Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed of<br>(D)<br>(Instr. 3, 4,<br>and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) |     | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) |                    |                 |                                     |
|---|---|---|---|---|---|--|-----|---|--------------------|-----------------|-------------------------------------|
|   |   |   |   | Code                                    | V   | (A)  | (D) | Date<br>Exercisable   | Expiration<br>Date | Title           | Amount<br>or<br>Number<br>of Shares |
| Employee<br>Stock<br>Options<br>(right to<br>buy)   | \$ 24.46  | 06/02/2016                              |   | M                                       |   | 1,000  |     | <u>(7)</u>  | 12/06/2016         | Common<br>Stock | 1,000                               |
| Employee<br>Stock<br>Options<br>(right to<br>buy)   | \$ 27.81  | 06/02/2016                              |   | M                                       |   | 8,000  |     | <u>(7)</u>  | 02/20/2017         | Common<br>Stock | 8,000                               |
| Employee<br>Stock<br>Options<br>(right to<br>buy)   | \$ 26.46  | 06/01/2016                              |   | M                                       |   | 3,200  |     | <u>(7)</u>  | 12/05/2017         | Common<br>Stock | 6,400                               |

|   |          |             |            |                 |        |
|---|----------|-------------|------------|-----------------|--------|
| Employee<br>Stock<br>Options<br>(right to<br>buy) | \$ 14.37 | <u>(7)</u>  | 12/04/2018 | Common<br>Stock | 17,000 |
| Employee<br>Stock<br>Options<br>(right to<br>buy) | \$ 27.26 | <u>(7)</u>  | 12/03/2019 | Common<br>Stock | 8,000  |
| Employee<br>Stock<br>Options<br>(right to<br>buy) | \$ 43.32 | <u>(7)</u>  | 12/07/2020 | Common<br>Stock | 6,400  |
| Employee<br>Stock<br>Options<br>(right to<br>buy) | \$ 43.73 | <u>(7)</u>  | 11/28/2021 | Common<br>Stock | 8,800  |
| Employee<br>Stock<br>Options<br>(right to<br>buy) | \$ 61.59 | <u>(8)</u>  | 11/28/2022 | Common<br>Stock | 7,100  |
| Employee<br>Stock<br>Options<br>(right to<br>buy) | \$ 71.75 | <u>(9)</u>  | 11/25/2023 | Common<br>Stock | 6,900  |
| Employee<br>Stock<br>Options<br>(right to<br>buy) | \$ 79.66 | <u>(10)</u> | 11/24/2024 | Common<br>Stock | 7,600  |
| Employee<br>Stock<br>Options<br>(right to<br>buy) | \$ 70.91 | <u>(11)</u> | 11/23/2025 | Common<br>Stock | 11,000 |

## Reporting Owners

| Reporting Owner Name / Address | Relationships |           |         |       |
|--------------------------------|---------------|-----------|---------|-------|
|                                | Director      | 10% Owner | Officer | Other |

VEILLETTE ROBERT E  
28601 CLEMENS ROAD  
WESTLAKE, OH 44145

VP,  
General  
Counsel &  
Sec

## Signatures

Robert E.  
Veillette

06/02/2016

\_\_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) Exercise of reporting person's stock options that would otherwise expire December 5, 2017 of which shares were sold to pay the exercise price pursuant to a broker-assisted cashless exercise and hold.

(2) Exercise of reporting person's stock options that would otherwise expire December 6, 2016 of which shares were sold to pay the exercise price, to cover withholding taxes, and to pay broker fees and commissions, pursuant to a broker-assisted cashless exercise.

(3) 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 \$87.60 to \$87.84. 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.

(4) Exercise of reporting person's stock options that would otherwise expire February 20, 2017 of which shares were sold to pay the exercise price, to cover withholding taxes, and to pay broker fees and commissions, pursuant to a broker-assisted cashless exercise, partial sale, and partial hold. The holdings include 167 shares acquired through dividend payments and are net of shares previously withheld or sold to cover withholding taxes.

(5) Represents the number of shares attributable to the reporting person's participation in the Company Stock Fund of the Nordson 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, 2012, the Company awarded 7,100 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.

(9) On November 25, 2013, the Company awarded 6,900 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.

(10) On November 24, 2014, the Company awarded 7,600 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.

(11) On November 23, 2015, the Company awarded 11,000 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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