

NORDSON CORP

Form 4

January 04, 2017

**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  
Number: 3235-0287  
Expires: January 31,  
2005  
Estimated average  
burden hours per  
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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**BLOOMFIELD DOUGLAS C**

(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)  
12/30/2016

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 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	12/19/2016		G	V 1,500 D \$ 0	46,207	D <sup>(1)</sup>	
Common Stock	12/30/2016		F	90 D \$ 112.85	45,995	D <sup>(2)</sup>	
Common Stock	12/30/2016		F	117 D \$ 112.85	45,239	D <sup>(3)</sup>	
Common Stock	01/03/2017		F	1,356 D \$ 113.42	43,957	D <sup>(4)</sup>	
Common Stock					3,245	I	By Company ESOP Plan

						(5)
Common						By
Stock		220		I		Company
						Savings
						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 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)	\$ 43.32					<u>(7)</u>	12/07/2020	Common Stock	9,400	
Employee Stock Options (right to buy)	\$ 43.73					<u>(7)</u>	11/28/2021	Common Stock	10,000	
Employee Stock Options (right to buy)	\$ 61.59					<u>(7)</u>	11/28/2022	Common Stock	7,600	
Employee Stock Options (right to buy)	\$ 71.75					<u>(8)</u>	11/25/2023	Common Stock	7,300	

Employee Stock Options (right to buy)	\$ 79.66	<u>(9)</u>	11/24/2024	Common Stock	7,900
Employee Stock Options (right to buy)	\$ 70.91	<u>(10)</u>	11/23/2025	Common Stock	11,700

## Reporting Owners

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

## Signatures

Robert E. Veillette,  
Attorney-In-Fact

01/04/2017

\_\_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 December 19, 2016 and December 20, 2016, the reporting person made a gift of shares for a cumulative total of 1,500 shares gifted. For tax purposes, the value date of the shares delivered is each respective date a gift was made.

On November 24, 2014, the Company awarded 1,200 restricted shares under the Company's 2012 Stock Incentive and Award Plan. One-third of the restricted shares vested on each of November 23, 2015 and 2016, and one-third were to vest on November 24, 2017.

- (2) The reporting person retired effective December 31, 2016. Vesting of 278 restricted shares was accelerated and 122 shares were forfeited as a result of retirement. 90 of the 278 shares that vested were withheld to cover withholding taxes due upon vesting. The holdings are net of shares previously withheld or sold to cover withholding taxes.

On November 23, 2015, the Company awarded 1,500 restricted shares under the Company's 2012 Stock Incentive and Award Plan. One-third of the restricted shares vested on November 23, 2016, and one-third were to vest on each of November 23, 2017 and 2018.

- (3) The reporting person retired effective December 31, 2016. Vesting of 361 restricted shares was accelerated and 639 shares were forfeited as a result of retirement. 117 of the 361 shares that vested were withheld to cover withholding taxes due upon vesting. The holdings are net of shares previously withheld or sold to cover withholding taxes.

Shares withheld to cover withholding taxes due upon settlement of the performance share units that were reported on December 2, 2016.

- (4) The net holdings include 74 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.

- (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).

- (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).

- (7) All such options have fully vested.

- (8)

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On November 25, 2013, the Company awarded 7,300 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.

- (9) On November 24, 2014, the Company awarded 7,900 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.

- (10) On November 23, 2015, the Company awarded 11,700 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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