

KEANE JOHN J  
Form 4  
September 05, 2017

**FORM 4**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

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).

**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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
KEANE JOHN J

2. Issuer Name and Ticker or Trading Symbol  
NORDSON CORP [NDSN]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
28601 CLEMENS ROAD  
(Street)

3. Date of Earliest Transaction (Month/Day/Year)  
08/28/2017

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
\_\_\_\_ Officer (give title below) \_\_\_\_\_ Other (specify below)  
Senior Vice President

WESTLAKE, OH 44145

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)  
\_X\_ Form filed by One Reporting Person  
\_\_\_ Form filed by More than One Reporting Person

(City) (State) (Zip)

**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                    | 08/28/2017                           |                                                    | F                              |                                                                   | 939                                                                                           | D                                                        | \$ 108.84                                             |
| Common Stock                    |                                      |                                                    |                                |                                                                   | 890                                                                                           | I                                                        |                                                       |

By Company ESOP Plan (2)

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

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SEC 1474 (9-02)

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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. Price or Value of Underlying Securities (Instr. 3 and 4) |                            |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|-------------------------------------------------------------|----------------------------|
|                                            |                                                        |                                      |                                                    | Code                           | V (A) (D)                                                                               | Date Exercisable                                         | Expiration Date                                               | Title                                                       | Amount or Number of Shares |
| Employee Stock Options (right to buy)      | \$ 43.32                                               |                                      |                                                    |                                |                                                                                         | <u>(3)</u> 12/07/2020                                    | Common Stock                                                  | 16,000                                                      |                            |
| Employee Stock Options (right to buy)      | \$ 43.73                                               |                                      |                                                    |                                |                                                                                         | <u>(3)</u> 11/28/2021                                    | Common Stock                                                  | 16,000                                                      |                            |
| Employee Stock Options (right to buy)      | \$ 61.59                                               |                                      |                                                    |                                |                                                                                         | <u>(3)</u> 11/28/2022                                    | Common Stock                                                  | 11,900                                                      |                            |
| Employee Stock Options (right to buy)      | \$ 71.75                                               |                                      |                                                    |                                |                                                                                         | <u>(4)</u> 11/25/2023                                    | Common Stock                                                  | 11,500                                                      |                            |
| Employee Stock Options (right to buy)      | \$ 79.66                                               |                                      |                                                    |                                |                                                                                         | <u>(5)</u> 11/24/2024                                    | Common Stock                                                  | 12,500                                                      |                            |
| Employee Stock Options (right to buy)      | \$ 70.91                                               |                                      |                                                    |                                |                                                                                         | <u>(6)</u> 11/23/2025                                    | Common Stock                                                  | 17,200                                                      |                            |
| Employee Stock                             | \$ 107.65                                              |                                      |                                                    |                                |                                                                                         | <u>(7)</u> 11/21/2026                                    | Common Stock                                                  | 14,000                                                      |                            |

Options  
(right to  
buy)

## Reporting Owners

| Reporting Owner Name / Address                           | Relationships |           |                       |       |
|----------------------------------------------------------|---------------|-----------|-----------------------|-------|
|                                                          | Director      | 10% Owner | Officer               | Other |
| KEANE JOHN J<br>28601 CLEMENS ROAD<br>WESTLAKE, OH 44145 |               |           | Senior Vice President |       |

## Signatures

Robert E. Veillette,  
Attorney-In-Fact

09/05/2017

\_\_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 August 27, 2014, the Company awarded 2,000 restricted shares under the Company's 2012 Stock Incentive and Award Plan, which cliff vested on the third anniversary of the award. 939 of the 2,000 shares that vested August 27, 2017 were withheld to cover withholding taxes due upon vesting. The holdings include 52 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.

(2) 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).

(3) All such options have fully vested.

(4) On November 25, 2013, the Company awarded 11,500 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.

(5) On November 24, 2014, the Company awarded 12,500 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.

(6) 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.

(7) On November 21, 2016, the Company awarded 14,000 stock options under the Company's 2012 Stock Incentive and Award Plan. The options vest in 4 equal annual installments beginning on November 21, 2017. 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. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.