

PEET SHELLY

Form 4

November 27, 2018

**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 \*  
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)  
11/23/2018

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 \_\_\_\_ Other (specify  
below) 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<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:<br>Direct (D)<br>or Indirect<br>(I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|---|---|--------------------------------------|---|--|---|---|
| Common<br>Stock                       | 11/23/2018                              |   | F                                    | V Amount (A) or (D) Price<br>142 D \$<br>123.93                         | 27,270   | D <sup>(1)</sup>  |   |
| Common<br>Stock                       |   |   |                                      |   | 6  | I   | By<br>Company<br>ESOP Plan<br><sup>(2)</sup>                      |

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 of Derivative Security (Instr. 3) |
|--|--|--------------------------------------|--|--------------------------------|---|--|-----------------|---|----------------------------|--|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date | Title   | Amount or Number of Shares |  |
| Employee Stock Options (right to buy)      | \$ 43.32   |                                      |  |                                |   | (3)  | 12/07/2020      | Common Stock  | 5,600                      |  |
| Employee Stock Options (right to buy)      | \$ 43.73   |                                      |  |                                |   | (3)  | 11/28/2021      | Common Stock  | 6,000                      |  |
| Employee Stock Options (right to buy)      | \$ 61.59   |                                      |  |                                |   | (3)  | 11/28/2022      | Common Stock  | 5,000                      |  |
| Employee Stock Options (right to buy)      | \$ 71.75   |                                      |  |                                |   | (3)  | 11/25/2023      | Common Stock  | 5,200                      |  |
| Employee Stock Options (right to buy)      | \$ 79.66   |                                      |  |                                |   | (3)  | 11/24/2024      | Common Stock  | 5,800                      |  |
| Employee Stock Options (right to buy)      | \$ 70.91   |                                      |  |                                |   | (4)  | 11/23/2025      | Common Stock  | 9,100                      |  |
|  | \$ 107.65  |                                      |  |                                |   | (5)  | 11/21/2026      |   | 6,600                      |  |

Employee  
Stock  
Options  
(right to  
buy)

Common  
Stock

Employee  
Stock  
Options  
(right to  
buy)

\$ 127.67

(6)

11/20/2027

Common  
Stock

6,500

## Reporting Owners

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

## Signatures

Gina A. Beredo,  
Attorney-in-Fact

11/27/2018

\_\_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 November 23, 2015, the Company awarded 1,100 stock options under the Company's 2012 Stock Incentive and Award Plan. One third of the restricted shares vested on each of November 23, 2016, 2017, and 2018. 142 of the 368 shares that vested November 23, 2018 were withheld to cover withholding taxes due upon vesting. The holdings 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 23, 2015, the Company awarded 9,100 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.

(5) On November 21, 2016, the Company awarded 6,600 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.

(6) On November 20, 2017, the Company awarded 6,500 stock options under the Company's 2012 Stock Incentive and Award Plan. The options vest in 4 equal annual installments beginning on November 20, 2018. 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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