Pembroke Jeffrey A Form 4

November 28, 2018

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

OMB APPROVAL OMB

Expires:

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3235-0287 Number: January 31,

Section 16. Form 4 or

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

2005 Estimated average burden hours per

Form 5 obligations may continue. See Instruction

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

response... 0.5

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * Pembroke Jeffrey A

2. Issuer Name and Ticker or Trading

5. Relationship of Reporting Person(s) to Issuer

Symbol

NORDSON CORP [NDSN]

(Check all applicable)

(Last)

(First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year)

Director

10% Owner Other (specify

C/O NORDSON

11/26/2018

Officer (give title below)

CORPORATION, 28601 CLEMENS

(Street)

ROAD

6. Individual or Joint/Group Filing(Check

Vice President

4. If Amendment, Date Original

Applicable Line)

Filed(Month/Day/Year)

X Form filed by One Reporting Person Form filed by More than One Reporting

WESTLAKE, OH 44145

(City)	(State)	Zip) Table	e I - Non-D	erivative	Secur	ities Ac	quired, Disposed	of, or Beneficia	ally Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 8) (Instr. 3, 4 and 5)				5. Amount of Securities Beneficially Owned Following	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	Reported Transaction(s) (Instr. 3 and 4)		
Common Stock	11/26/2018		A	1,000	A	\$ 0	10,375	D (1)	
Common Stock	11/26/2018		A	2,000	A	\$0	12,408	D (2)	
Common Stock							3	I	By Company ESOP Plan
Common Stock							139	I	By Company

Savings Plan (4)

(9-02)

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

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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. 5. Number Transaction Derivative Code Securities (Instr. 8) Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		6. Date Exerc Expiration D (Month/Day/	ate	7. Title and Amount 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)	\$ 71.75							<u>(5)</u>	11/25/2023	Common Stock	3,200
Employee Stock Options (right to buy)	\$ 79.66							<u>(5)</u>	11/24/2024	Common Stock	3,800
Employee Stock Options (right to buy)	\$ 70.91							<u>(6)</u>	11/23/2025	Common Stock	7,200
Employee Stock Options (right to buy)	\$ 107.65							<u>(7)</u>	11/21/2026	Common Stock	6,500
Employee Stock Options (right to	\$ 127.67							(8)	11/20/2027	Common Stock	8,400

buy)

Employee

Stock

buy)

Option \$ 124.9 11/26/2018 (right to

Α 8,300 (9)

11/26/2028

Common

8,300 Stock

Reporting Owners

Relationships Reporting Owner Name / Address

> Director 10% Owner Officer Other

Pembroke Jeffrey A

C/O NORDSON CORPORATION 28601 CLEMENS ROAD WESTLAKE, OH 44145

Vice President

Signatures

Gina A. Beredo, Attorney-in-Fact

11/28/2018

**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).
- On November 26, 2018, the Company awarded 1,000 restricted shares under the Company's 2012 Stock Incentive and Award Plan. One-third of the restricted shares will vest on each of November 26, 2019, 2020 and 2021.
 - On November 26, 2018, the Company awarded 2,000 performance shares under the Company's 2012 Stock Incentive and Award Plain, which represent the right to receive shares contingent upon the achievement of performance measures over a 3-year performance period.
- (2) Shares that are earned upon the attainment of the applicable performance targets settle in January 2022. The ultimate number of shares earned is subject to adjustment based on actual performance. The holdings include 33 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.
- 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).
- 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.
- On November 23, 2015, the Company awarded 7,200 stock options under the Company's 2012 Stock Incentive and Award Plan. The (6) options vest in 4 equal annual installments beginning on November 23, 2016. The vested portions of such options will become exercisable upon vesting.
- On November 21, 2016, the Company awarded 6,500 stock options under the Company's 2012 Stock Incentive and Award Plan. The (7) options vest in 4 equal annual installments beginning on November 21, 2017. The vested portions of such options will become exercisable upon vesting.
- On November 20, 2017, the Company awarded 8,400 stock options under the Company's 2012 Stock Incentive and Award Plan. The (8) options vest in 4 equal annual installments beginning on November 20, 2018. The vested portions of such options will become exercisable upon vesting.
- On November 26, 2018 the Company awarded 8,300 stock options under the Company's 2012 Stock Incentive Award Plan. The options (9) vest in 4 equal annual instrallments beginning on November 26, 2019. The vested portions of such options will become exercisable upon vesting.

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