

NORDSON CORP

Form 4

January 05, 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

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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)
01/03/2017

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)

VP, General Counsel & Sec

6. Individual or Joint/Group Filing(Check
 Applicable Line)
☒ 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 (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	01/03/2017		F		1,251	D \$ 113.42	47,664	D ⁽¹⁾	
Common Stock							2,107	I	By Company ESOP Plan ⁽²⁾
Common Stock							497	I	By Company Savings Plan ⁽³⁾

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

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(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)	\$ 26.46							(4)	12/05/2017	Common Stock	6,400
Employee Stock Options (right to buy)	\$ 14.37							(4)	12/04/2018	Common Stock	17,000
Employee Stock Options (right to buy)	\$ 27.26							(4)	12/03/2019	Common Stock	8,000
Employee Stock Options (right to buy)	\$ 43.32							(4)	12/07/2020	Common Stock	6,400
Employee Stock Options (right to buy)	\$ 43.73							(4)	11/28/2021	Common Stock	8,800
	\$ 61.59							(4)	11/28/2022		7,100

Employee Stock Options (right to buy)					Common Stock	
Employee Stock Options (right to buy)	\$ 71.75	<u>(5)</u>	11/25/2023	Common Stock	6,900	
Employee Stock Options (right to buy)	\$ 79.66	<u>(6)</u>	11/24/2024	Common Stock	7,600	
Employee Stock Options (right to buy)	\$ 70.91	<u>(7)</u>	11/23/2025	Common Stock	11,000	
Employee Stock Options (right to buy)	\$ 107.65	<u>(8)</u>	11/21/2026	Common Stock	8,600	

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 01/05/2017

**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).

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

(1) The net holdings include 47 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.

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- (2) 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).
- (3) 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).
- (4) All such options have fully vested.

- On November 25, 2013, the Company awarded 6,900 stock options under the Company's 2012 Stock Incentive and Award Plan. The
- (5) options vest in 4 equal annual installments beginning on November 25, 2014. The vested portions of such options will become exercisable upon vesting.

- On November 24, 2014, the Company awarded 7,600 stock options under the Company's 2012 Stock Incentive and Award Plan. The
- (6) options vest in 4 equal annual installments beginning on November 24, 2015. The vested portions of such options will become exercisable upon vesting.

- On November 23, 2015, the Company awarded 11,000 stock options under the Company's 2012 Stock Incentive and Award Plan. The
- (7) 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 8,600 stock options under the Company's 2012 Stock Incentive and Award Plan. The
- (8) 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.

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