NORDSON CORP

Form 4 January 05, 2017

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL OMB

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may continue.

See Instruction

Check this box

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(b).

1. Name and Address of Reporting Person * DeVries James E			2. Issuer Name and Ticker or Trading	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)		
			Symbol NORDSON CORP [NDSN]			
(Last)	(First)	(Middle)	3. Date of Earliest Transaction	••		
			(Month/Day/Year)	Director 10% Owner		
28601 CLEMENS ROAD			01/03/2017	Officer (give title Other (specifield) below)		
				Vice President		
	(Street)		4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check		
			Filed(Month/Day/Year)	Applicable Line)		
WESTLAKE, O	OH 44145			_X_ Form filed by One Reporting Person Form filed by More than One Reporting Person		
(City)	(State)	(Zip)				

(City)	(State)	(Zip) Tab	le I - Non-	Derivative Secu	rities Acqu	uired, Disposed o	f, or Beneficia	lly 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 A or(A) or Dispose (Instr. 3, 4 and (A) or Amount (D)	ed of (D)	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	01/03/2017		F	1,020 D	\$ 113.42	36,937	D (1)	
Common Stock						2,830	I	By Company ESOP Plan

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

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$\label{thm:convergence} \begin{tabular}{ll} Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned \\ (\emph{e.g.}, puts, calls, warrants, options, convertible securities) \\ \end{tabular}$

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. Transactic Code (Instr. 8)	5. orNumber 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)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Options (right to buy)	\$ 26.46					(3)	12/05/2017	Common Stock	5,000
Employee Stock Options (right to buy)	\$ 14.37					(3)	12/04/2018	Common Stock	5,800
Employee Stock Options (right to buy)	\$ 27.26					(3)	12/03/2019	Common Stock	3,500
Employee Stock Options (right to buy)	\$ 43.32					(3)	12/07/2020	Common Stock	4,000
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	4,500
	\$ 71.75					<u>(4)</u>	11/25/2023		5,200

8. Pri Deriv Secur (Instr

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Employee Stock Options (right to buy)				Common Stock	
Employee Stock Options (right to buy)	\$ 79.66	(5)	11/24/2024	Common Stock	5,800
Employee Stock Options (right to buy)	\$ 70.91	<u>(6)</u>	11/23/2025	Common Stock	9,100
Employee Stock Options (right to buy)	\$ 107.65	<u>(7)</u>	11/21/2026	Common Stock	6,600

Reporting Owners

Reporting Owner Name / Address	Relationships						
Toporous o mar rumo / rumo os	Director	10% Owner	Officer	Other			
DeVries James E							
28601 CLEMENS ROAD			Vice President				
WESTLAKE, OH 44145							

Signatures

Robert E. Veillette, Attorney-In-Fact

**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) Shares withheld to cover withholding taxes due upon settlement of the performance share units that were reported on December 2, 2016. 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 Stock Fund of the Nordson Employee Stock Ownership Plan, exempt pursuant to Rule 16b-3(c).
- (3) All such options have fully vested.

On November 25, 2013, the Company awarded 5,200 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)

Reporting Owners 3

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On November 24, 2014, the Company awarded 5,800 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.

- 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.
- 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.

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.