

NORDSON CORP

Form 4

June 12, 2015

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 *
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)
06/10/2015

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 below) ____ Other (specify 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 Shares								2,566 ⁽¹⁾	I Company ESOP and 401(k) Plans
Common Shares	06/10/2015		M		1,200	A	\$ 19.25	14,789 ⁽²⁾	D
Common Shares	06/10/2015		S		1,200	D	\$ 82.22	13,589 ⁽²⁾	D
Common Shares	06/10/2015		M		3,200	A	\$ 26.46	16,789 ⁽²⁾	D
	06/10/2015		F		1,033	D		15,756 ⁽²⁾	D

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Common Shares \$ 82.04

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. 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)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Share Equivalent Units	(3)	06/10/2015		J ⁽⁴⁾		106		(3)	(3)	Common Shares	106
Employee Stock Option (right to buy)	\$ 19.25	06/10/2015		M		1,200		12/07/2010	12/07/2015	Common Shares	1,200
Employee Stock Option (right to buy)	\$ 26.46	06/10/2015		M		3,200		12/05/2011	12/05/2017	Common Shares	3,200

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

06/11/2015

 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) Balance as of April 30, 2015.

(2) Includes 9 shares acquired through participation in the Company's Dividend Reinvestment Plan.

Share equivalent units acquired through deferral of performance shares awarded under the Amended and Restated 2004 Long Term Performance Plan and/or the 2012 Stock Incentive and Award Plan. Deferrals are made to the Nordson Stock Measurement Fund of the
(3) Amended and Restated 2005 Deferred Compensation Plan. Share equivalent units are settled in common shares at reporting person's termination of employment or retirement subject to delayed distribution rules of Internal Revenue Code Section 409(A).

(4) Share equivalent units acquired through dividend payments.

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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