

NORDSON CORP

Form 4

October 19, 2015

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

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
DeVries James 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)
10/15/2015

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 ____ 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 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	10/15/2015		M		5,400	A \$ 19.25	35,438	D <u>(1)</u>	
Common Stock	10/15/2015		S		5,400	D \$ <u>67.1</u> <u>(2)</u>	30,380	D <u>(3)</u>	
Common Stock							2,762	I	Company ESOP and 401(k) Plans <u>(4)</u>

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

**Persons who respond to the collection of
information contained in this form are not**

SEC 1474
(9-02)

required to respond unless the form
displays a currently valid OMB control
number.

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. D S (I
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Employee Stock Options (right to buy)	\$ 19.25	10/15/2015		M	5,400	<u>(5)</u>	12/07/2015	Common Stock	5,400	
Employee Stock Options (right to buy)	\$ 24.46					<u>(5)</u>	12/06/2016	Common Stock	5,000	
Employee Stock Options (right to buy)	\$ 26.46					<u>(5)</u>	12/05/2017	Common Stock	5,000	
Employee Stock Options (right to buy)	\$ 14.37					<u>(5)</u>	12/04/2018	Common Stock	5,800	
Employee Stock Options (right to buy)	\$ 27.26					<u>(5)</u>	12/03/2019	Common Stock	3,500	
Employee Stock Options (right to	\$ 43.32					<u>(6)</u>	12/07/2020	Common Stock	4,000	

buy)

Employee
StockOptions \$ 43.73
(right to
buy)(7)

11/28/2021

Common
Stock

6,000

Employee
StockOptions \$ 61.59
(right to
buy)(8)

11/28/2022

Common
Stock

4,500

Employee
StockOptions \$ 71.75
(right to
buy)(9)

11/25/2023

Common
Stock

5,200

Employee
StockOptions \$ 79.66
(right to
buy)(10)

11/24/2024

Common
Stock

5,800

Reporting Owners

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

Signatures

Robert E. Veillette,
Attorney-In-Fact

10/19/2015

**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).

Exercise of reporting person's stock options of which shares were sold to pay the exercise price, to cover withholding taxes, and to pay broker fees and commissions, pursuant to a broker-assisted cashless exercise. The holdings are net of shares previously withheld or sold to cover withholding taxes.

(1) Price reflected is the weighted-average sale price for shares sold. The shares were sold in multiple transactions, and the range of sale prices for the transactions reported was \$67.00 to \$67.30. The reporting person undertakes to provide to the issuer, any security holder of the issuer, or any staff member of the Securities and Exchange Commission, upon request, information regarding the number of shares sold at each separate price.

(3)

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The Reporting Person previously entered into a limit order covering stock options that otherwise would expire December 7, 2015. Pursuant to Rule 10b5-1, these options were exercised automatically and the respective shares were sold automatically based on the stock price reaching a pre-set target price. The total number reported in column 5 includes 342 shares acquired in 2015 through participation in the Company's Dividend Reinvestment Plan. The holdings are net of shares previously withheld or sold to cover withholding taxes.

- (4) Represents the number of shares attributable to the reporting person's participation in the Company Stock Fund of the Nordson Savings Plan. Represents obligations whose value is based on the Common Stock through a contribution, exempt pursuant to Rule 16b-3(c), under the Company's Compensation Deferral Program. The reporting person disclaims beneficial ownership of these securities
- (5) All such options have fully vested.
- (6) On December 7, 2010, the Company granted 4,000 stock options under the Company's 2012 Stock Incentive and Award Plan. The options vest in 5 equal annual installments beginning on December 7, 2011. The vested portions of such options will become exercisable upon vesting.
- (7) On November 28, 2011, the Company granted 6,000 stock options under the Company's 2012 Stock Incentive and Award Plan. The options vest in 4 equal annual installments beginning on November 28, 2012. The vested portions of such options will become exercisable upon vesting.
- (8) On November 28, 2012, the Company granted 4,500 stock options under the Company's 2012 Stock Incentive and Award Plan. The options vest in 4 equal annual installments beginning on November 28, 2013. The vested portions of such options will become exercisable upon vesting.
- (9) On November 25, 2013, the Company granted 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.
- (10) On November 24, 2014, the Company granted 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.

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.