

KEANE JOHN J
Form 4
March 11, 2019

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 *
KEANE JOHN J

2. Issuer Name and Ticker or Trading Symbol
NORDSON CORP [NDSN]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
28601 CLEMENS ROAD

(Street)

3. Date of Earliest Transaction (Month/Day/Year)
03/07/2019

____ Director
 Officer (give title below) _____ 10% Owner
_____ Other (specify below)
Executive Vice President

WESTLAKE, OH 44145

4. If Amendment, Date Original Filed (Month/Day/Year)

6. Individual or Joint/Group Filing (Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

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	03/07/2019		M		16,000 A \$ 43.32	69,123 ⁽¹⁾	D
Common Stock	03/07/2019		S		16,000 ₍₂₎ D \$ 133.3 ₍₃₎	53,123	D
Common Stock	03/07/2019		M		16,000 A \$ 43.73	69,123	D
Common Stock	03/07/2019		S		16,000 ₍₄₎ D \$ 133.3 ₍₃₎	53,123	D
Common Stock	03/08/2019		M		11,900 A \$ 61.59	65,023	D

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Common Stock	03/08/2019	S	<u>11,900</u> (5)	D	\$ 131.04 (6)	53,123	D
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Common Stock						904	I	By Company ESOP Plan (7)
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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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Employee Stock Options (right to buy)	\$ 43.32	03/07/2019		M	16,000	(8) 12/07/2020	Common Stock 16,000
Employee Stock Options (right to buy)	\$ 43.73	03/07/2019		M	16,000	(8) 11/28/2021	Common Stock 16,000
Employee Stock Options (right to buy)	\$ 61.59	03/08/2019		M	11,900	(8) 11/28/2022	Common Stock 11,900
Employee Stock Options (right to buy)	\$ 71.75					(8) 11/25/2023	Common Stock 11,500

Employee Stock Options (right to buy)	\$ 79.66	<u>(8)</u>	11/24/2024	Common Stock	12,500
Employee Stock Options (right to buy)	\$ 70.91	<u>(9)</u>	11/23/2025	Common Stock	17,200
Employee Stock Options (right to buy)	\$ 107.65	<u>(10)</u>	11/21/2026	Common Stock	14,000
Employee Stock Options (right to buy)	\$ 127.67	<u>(11)</u>	11/20/2027	Common Stock	12,500
Employee Stock Options (right to buy)	\$ 124.9	<u>(12)</u>	11/26/2028	Common Stock	11,700

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
KEANE JOHN J 28601 CLEMENS ROAD WESTLAKE, OH 44145			Executive Vice President	

Signatures

Gina A. Beredo 03/11/2019

**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) The total holdings include 36 shares accrued from dividend payments through participation in the Company's Amended and Restated 2005 Deferred Compensation Plan.
- (2) Exercise of reporting person's stock options that would otherwise expire December 7, 2020, 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 and sale.

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- (3) 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 \$133.04 to \$133.76. 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.
- (4) Exercise of reporting person's stock options that would otherwise expire November 28, 2021, 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 and sale.
- (5) Exercise of reporting person's stock options that would otherwise expire November 28, 2022, 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 and sale.
- (6) 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 \$130.3206 to \$131.7997. 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.
- (7) Represents the number of shares attributable to the reporting person's participation in the Company's Amended and Restated Non-Union Employee Stock Ownership Plan and Trust, exempt pursuant to Rule 16b-3(c).
- (8) All such options have fully vested.
- (9) The options vest in 4 equal annual installments beginning on November 23, 2016.
- (10) The options vest in 4 equal annual installments beginning on November 21, 2017.
- (11) The options vest in 4 equal annual installments beginning on November 20, 2018.
- (12) The options vest in 4 equal annual installments beginning on November 26, 2019.

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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