

NORDSON CORP
Form 4
January 06, 2016

FORM 4

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

OMB APPROVAL

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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

(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)
01/04/2016

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)
Senior Vice President

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	01/04/2016		F	1,728 D \$ 63.35	48,659	D ⁽¹⁾	
Common Stock					872	I	By Company ESOP Plan ⁽²⁾

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

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SEC 1474 (9-02)

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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)	8. Price or Value 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					<u>(3)</u> 12/05/2017	Common Stock	3,780	
Employee Stock Options (right to buy)	\$ 26.46					<u>(3)</u> 12/05/2017	Common Stock	3,120	
Employee Stock Options (right to buy)	\$ 27.26					<u>(3)</u> 12/03/2019	Common Stock	23,600	
Employee Stock Options (right to buy)	\$ 43.32					<u>(3)</u> 12/07/2020	Common Stock	16,000	
Employee Stock Options (right to buy)	\$ 43.73					<u>(3)</u> 11/28/2021	Common Stock	16,000	
Employee Stock Options (right to buy)	\$ 61.59					<u>(4)</u> 11/28/2022	Common Stock	11,900	
Employee Stock	\$ 71.75					<u>(5)</u> 11/25/2023	Common Stock	11,500	

Options (right to buy)					
Employee Stock Options	\$ 79.66		(6)	11/24/2024	Common Stock
(right to buy)					12,500
Employee Stock Options	\$ 70.91		(7)	11/23/2025	Common Stock
(right to buy)					17,200

Reporting Owners

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

Signatures

Robert E. Veillette,
Attorney-In-Fact

01/06/2016

Date

**Signature of Reporting Person

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 1, 2015. The ultimate number of shares earned was subject to adjustment based on actual performance. Including a downward adjustment of 9 shares as a result of actual performance achieved, 5,069 earned shares settled on January 4, 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's Employee Stock Ownership Plan, exempt pursuant to Rule 16b-3(c). The reporting person disclaims beneficial ownership of these securities.
 - (3) All such options have fully vested.
 - (4) On November 28, 2012, the Company awarded 11,900 stock options under the Company's Long-Term Performance 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.
 - (5) On November 25, 2013, the Company awarded 11,500 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.
 - (6) On November 24, 2014, the Company awarded 12,500 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.
 - (7)

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On November 23, 2015, the Company awarded 17,200 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.

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