

NORDSON CORP

Form 4

August 26, 2016

**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  
Number: 3235-0287  
Expires: January 31,  
2005  
Estimated average  
burden hours per  
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**THAXTON GREGORY A**

(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)  
**08/25/2016**

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 \_\_\_\_ Other (specify  
below) below)

Senior Vice President, CFO

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<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3.<br>Transaction<br>Code<br>(Instr. 8) | 4. Securities<br>Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|----------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|-------------------------------------------------------------------|
| Common<br>Stock                       | 08/25/2016                              |                                                             | S                                       | 8,121 D \$ 99                                                              | 38,023                                                                                                             | D <sup>(1)</sup>                                                     |                                                                   |
| Common<br>Stock                       |                                         |                                                             |                                         |                                                                            | 1,374                                                                                                              | I                                                                    | By<br>Company<br>ESOP Plan<br><sup>(2)</sup>                      |
| Common<br>Stock                       |                                         |                                                             |                                         |                                                                            | 7,180                                                                                                              | I                                                                    | By<br>Company<br>Savings<br>Plan <sup>(3)</sup>                   |

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

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SEC 1474  
(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4.<br>Transaction<br>Code<br>(Instr. 8) | 5.<br>Number<br>of<br>Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed<br>of (D)<br>(Instr. 3,<br>4, and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) |                    | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) |                                     | 8. Pri<br>Deriv<br>Secur<br>(Instr |
|-----------------------------------------------------|-----------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|-----------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|--------------------|---------------------------------------------------------------------|-------------------------------------|------------------------------------|
|                                                     |                                                                       |                                         |                                                             | Code                                    | V (A) (D)                                                                                                             | Date<br>Exercisable                                            | Expiration<br>Date | Title                                                               | Amount<br>or<br>Number<br>of Shares |                                    |
| Employee<br>Stock<br>Options<br>(right to<br>buy)   | \$ 26.46                                                              |                                         |                                                             |                                         |                                                                                                                       | (4)                                                            | 12/05/2017         | Common<br>Stock                                                     | 3,200                               |                                    |
| Employee<br>Stock<br>Options<br>(right to<br>buy)   | \$ 14.37                                                              |                                         |                                                             |                                         |                                                                                                                       | (4)                                                            | 12/04/2018         | Common<br>Stock                                                     | 13,100                              |                                    |
| Employee<br>Stock<br>Options<br>(right to<br>buy)   | \$ 27.26                                                              |                                         |                                                             |                                         |                                                                                                                       | (4)                                                            | 12/03/2019         | Common<br>Stock                                                     | 11,250                              |                                    |
| Employee<br>Stock<br>Options<br>(right to<br>buy)   | \$ 43.32                                                              |                                         |                                                             |                                         |                                                                                                                       | (4)                                                            | 12/07/2020         | Common<br>Stock                                                     | 11,400                              |                                    |
| Employee<br>Stock<br>Options<br>(right to<br>buy)   | \$ 43.73                                                              |                                         |                                                             |                                         |                                                                                                                       | (4)                                                            | 11/28/2021         | Common<br>Stock                                                     | 13,000                              |                                    |
|                                                     | \$ 61.59                                                              |                                         |                                                             |                                         |                                                                                                                       | (5)                                                            | 11/28/2022         |                                                                     | 11,000                              |                                    |

|                                                   |          |            |            |                 |        |
|---------------------------------------------------|----------|------------|------------|-----------------|--------|
| Employee<br>Stock<br>Options<br>(right to<br>buy) |          |            |            | Common<br>Stock |        |
| Employee<br>Stock<br>Options<br>(right to<br>buy) | \$ 71.75 | <u>(6)</u> | 11/25/2023 | Common<br>Stock | 11,000 |
| Employee<br>Stock<br>Options<br>(right to<br>buy) | \$ 79.66 | <u>(7)</u> | 11/24/2024 | Common<br>Stock | 12,200 |
| Employee<br>Stock<br>Options<br>(right to<br>buy) | \$ 70.91 | <u>(8)</u> | 11/23/2025 | Common<br>Stock | 17,200 |

## Reporting Owners

| Reporting Owner Name / Address                                | Relationships |           |                            |       |
|---------------------------------------------------------------|---------------|-----------|----------------------------|-------|
|                                                               | Director      | 10% Owner | Officer                    | Other |
| THAXTON GREGORY A<br>28601 CLEMENS ROAD<br>WESTLAKE, OH 44145 |               |           | Senior Vice President, CFO |       |

## Signatures

Robert E. Veillette,  
Attorney-In-Fact

08/26/2016

\*\*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 holdings include 80 shares acquired through dividend payments and 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) Represents the number of shares attributable to the reporting person's participation in the Company's Savings Plan, exempt pursuant to Rule 16b-3(c). The reporting person disclaims beneficial ownership of these securities.
- (4) All such options have fully vested
- (5) On November 28, 2012, the Company awarded 11,000 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

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vesting.

(6) On November 25, 2013, the Company awarded 11,000 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.

(7) On November 24, 2014, the Company awarded 12,200 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.

(8) 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.

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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