#### MERK GREGORY P

Form 4

January 05, 2018

## FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

OMB Number:

3235-0287

Expires:

January 31, 2005

0.5

Estimated average burden hours per

**OMB APPROVAL** 

response...

if no longer subject to Section 16. Form 4 or Form 5 obligations may continue.

Check this box

**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

1(b).

(Print or Type Responses)

See Instruction

1. Name and Address of Reporting Person * MERK GREGORY P			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		(Middle)	3. Date of Earliest Transaction	(Check all applicable)			
			(Month/Day/Year) 01/03/2018	Director 10% Owner Officer (give title Other (specify below) Senior Vice President			
	(Street)		4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check			
WESTLAKE, OH 44145			Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person			

(City)	(State)	(Zip) Tab	le I - Non-	Derivative	Secur	rities Acqui	ired, Disposed of	, or Beneficial	ly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	Code (Instr. 8)	omr Dispos (Instr. 3, 4	ed of (4 and 5 (A) or	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)
Common Stock	01/03/2018		Code V F	Amount 1,453	(D)	Price \$ 149.12	51,891	D (1)	
Common Stock	01/04/2018		M	12,200	A	\$ 27.26	64,091	D	
Common Stock	01/04/2018		S	12,200	D	\$ 150.03 (2)	51,891	D (3)	
Common Stock							364	I	By Company Savings

Plan (4)

### Edgar Filing: MERK GREGORY P - Form 4

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

SEC 1474 (9-02)

 $\label{thm:convergence} \begin{tabular}{ll} Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned \\ (e.g., puts, calls, warrants, options, convertible securities) \end{tabular}$ 

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. Transacti Code (Instr. 8)	Secondary Acquired or I (D)	urities quired (A) Disposed of str. 3, 4,	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)	\$ 27.26	01/04/2018		M		12,200	(5)	12/03/2019	Common Stock	12,200
Employee Stock Options (right to buy)	\$ 43.32						<u>(5)</u>	12/07/2020	Common Stock	9,000
Employee Stock Options (right to buy)	\$ 43.73						<u>(5)</u>	11/28/2021	Common Stock	10,000
Employee Stock Options (right to buy)	\$ 61.59						<u>(5)</u>	11/28/2022	Common Stock	7,600
Employee Stock Options (right to buy)	\$ 71.75						(5)	11/25/2023	Common Stock	7,600
Employee Stock Options	\$ 79.66						<u>(6)</u>	11/24/2024	Common Stock	8,300

#### Edgar Filing: MERK GREGORY P - Form 4

(right to buy)					
Employee Stock Options (right to buy)	\$ 70.91	<u>(7)</u>	11/23/2025	Common Stock	13,400
Employee Stock Options (right to buy)	\$ 107.65	<u>(8)</u>	11/21/2026	Common Stock	10,000
Employee Stock Options (right to buy)	\$ 127.67	<u>(9)</u>	11/20/2027	Common Stock	9,000

# **Reporting Owners**

Director 10% Owner Officer Other

MERK GREGORY P 28601 CLEMENS ROAD WESTLAKE, OH 44145

Senior Vice President

## **Signatures**

Gina A. Beredo, Attorney-in-Fact

\*\*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) Shares withheld to cover withholding taxes due upon settlement of the performance share units that were reported on December 4, 2017. The net holdings are net of shares previously withheld or sold to cover withholding taxes.
- 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 \$150.00 to 150.20. 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.
- Exercise of reporting person's stock options that otherwise expire December 3, 2019, 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 include 6 shares acquired through dividend payments and participation in the Company's Dividend Reinvestment Plan and 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's Savings Plan, exempt pursuant to Rule 16b-3(c).
- (5) All such options have fully vested.

Reporting Owners 3

### Edgar Filing: MERK GREGORY P - Form 4

- On November 24, 2014, the Company awarded 8,300 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.
- On November 23, 2015, the Company awarded 13,400 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.
- On November 21, 2016, the Company awarded 10,000 stock options under the Company's 2012 Stock Incentive and Award Plan. The options vest in 4 equal annual installments beginning on November 21, 2017. The vested portions of such options will become exercisable upon vesting.
- On November 20, 2017, the Company awarded 9,000 stock options under the Company's 2012 Stock Incentive and Award Plan. The (9) options vest in 4 equal annual installments beginning on November 20, 2018. 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.