

NORDSON CORP
Form 4
November 25, 2015

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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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 *
MERK GREGORY P

(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)
11/23/2015

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 below) _____ Other (specify below)
Senior 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	11/23/2015		A	V 10 A \$ 0	36,442	D	(1)
Common Stock	11/23/2015		A	1,700 A \$ 0	38,142	D	(2)
Common Stock	11/24/2015		F	196 D \$ 71.23	38,114	D	(3)
Common Stock					203	I	By Company Savings Plan (4)

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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 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)	\$ 24.39					<u>(5)</u> 11/22/2016	Common Stock 7,000
Employee Stock Options (right to buy)	\$ 26.46					<u>(5)</u> 12/05/2017	Common Stock 13,600
Employee Stock Options (right to buy)	\$ 14.37					<u>(5)</u> 12/04/2018	Common Stock 22,800
Employee Stock Options (right to buy)	\$ 27.26					<u>(5)</u> 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	\$ 43.73					<u>(6)</u> 11/28/2021	Common Stock 10,000

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On November 24, 2014, the Company awarded 1,400 restricted shares under the Company's 2012 Stock Incentive and Award Plan. One-third of the restricted shares vested November 24, 2015, and one-third will vest November 24, on each of 2016 and 2017. 196 of the 466 shares that vested November 24, 2015 were withheld to cover withholding taxes due upon vesting. The holdings include 1,292 shares acquired through participation in the Company's Dividend Reinvestment Plan, and are net of shares previously withheld, or sold under a Rule 10b5-1 trading plan, 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). The reporting person disclaims beneficial ownership of these securities
- (5) All such options have fully vested.

On November 28, 2011, the Company awarded 10,000 stock options under the Company's Long-Term Performance Plan. The options vest in 4 equal installments beginning on each of November 28, 2012. The vested portions of such options will become exercisable upon vesting.
- (7) On November 28, 2012, the Company awarded 7,600 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.
- (8) On November 25, 2013, the Company awarded 7,600 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.
- (9) 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.
- (10) 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.

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.