

NORDSON CORP
Form 4
November 25, 2015

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 *
Hilton Michael F

(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)
President & CEO

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)		
				(A) or (D)	Price				
Common Stock	11/23/2015		A	V	644	A	\$ 0	132,512	D ⁽¹⁾
Common Stock	11/23/2015		A		9,200	A	\$ 0	141,712	D ⁽²⁾
Common Stock	11/24/2015		F		1,174	D	\$ 71.23	140,538	D ⁽³⁾

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

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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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Options (right to buy)	\$ 30.7					<u>(4)</u>	01/16/2020	Common Stock	69,218
Employee Stock Options (right to buy)	\$ 43.32					<u>(4)</u>	12/07/2020	Common Stock	50,000
Employee Stock Options (right to buy)	\$ 43.73					<u>(5)</u>	11/28/2021	Common Stock	55,000
Employee Stock Options (right to buy)	\$ 61.59					<u>(6)</u>	11/28/2022	Common Stock	43,000
Employee Stock Options (right to buy)	\$ 71.75					<u>(7)</u>	11/25/2023	Common Stock	42,700
Employee Stock Options (right to buy)	\$ 79.66					<u>(8)</u>	11/24/2024	Common Stock	49,100
Employee Stock	\$ 70.91	11/23/2015		A	72,800	<u>(9)</u>	11/23/2025	Common Stock	72,800

Options
(right to
buy)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Hilton Michael F 28601 CLEMENS ROAD WESTLAKE, OH 44145			President & CEO	

Signatures

Robert E. Veillette,
Attorney-In-Fact

11/25/2015

__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).

- Share equivalent units acquired through dividend payments. Share equivalent units are settled in common shares on a one-to-one basis at reporting person's termination of employment or retirement subject to delayed distribution rules of Internal Revenue Code Section
- (1) 409(A). The holdings are net of shares previously withheld, or sold under a Rule 10b5-1 trading plan, to cover withholding taxes, and include 101,257 shares underlying performance share units that have vested and share equivalent units that were previously reported in Table II.
 - (2) On November 23, 2015, the Company awarded 9,200 restricted shares under the Company's 2012 Stock Incentive and Award Plan. One-third of the restricted shares will vest on each of November 23, 2016, 2017, and 2018.

On November 24, 2014, the Company awarded 7,500 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. 1,174 of the 2,500 shares that vested November 24, 2015 were withheld to cover withholding taxes due upon vesting. The holdings are net of shares previously withheld, or sold under a Rule 10b5-1 trading plan, to cover withholding taxes.
 - (3) All such options have fully vested.

On November 28, 2011, the Company awarded 55,000 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.
 - (4) On November 28, 2012, the Company awarded 43,000 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 vesting.
 - (5) On November 25, 2013, the Company awarded 42,700 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 49,100 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) On November 23, 2015, the Company awarded 72,800 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.
 - (8)
 - (9)

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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