

NORDSON CORP

Form 4

November 28, 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
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(Print or Type Responses)

1. Name and Address of Reporting Person *
PEET SHELLY

(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)
11/23/2016

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)

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)
Common Stock	11/23/2016		F	172 D	\$ 109.14	36,816	D ⁽¹⁾
Common Stock	11/24/2016		F	141 D	\$ 109.95	36,675	D ⁽²⁾
Common Stock	11/25/2016		F	141 D	\$ 109.95	36,534	D ⁽³⁾
Common Stock					5	I	By Company ESOP Plan ⁽⁴⁾
					1,438	I	

Common
StockBy
Company
Savings
Plan ⁽⁵⁾

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

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(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)		8. Pri Deriv Secur (Instr	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Options (right to buy)	\$ 27.26							<u>(6)</u>	12/03/2019	Common Stock	2,600
Employee Stock Options (right to buy)	\$ 43.32							<u>(6)</u>	12/07/2020	Common Stock	5,600
Employee Stock Options (right to buy)	\$ 43.73							<u>(6)</u>	11/28/2021	Common Stock	6,000
Employee Stock Options (right to buy)	\$ 61.59							<u>(6)</u>	11/28/2022	Common Stock	5,000

Employee Stock Options (right to buy)	\$ 71.75	<u>(7)</u>	11/25/2023	Common Stock	5,200
Employee Stock Options (right to buy)	\$ 79.66	<u>(8)</u>	11/24/2024	Common Stock	5,800
Employee Stock Options (right to buy)	\$ 70.91	<u>(9)</u>	11/23/2025	Common Stock	9,100
Employee Stock Options (right to buy)	\$ 107.65	<u>(10)</u>	11/21/2026	Common Stock	6,600

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
PEET SHELLY 28601 CLEMENS ROAD WESTLAKE, OH 44145			Vice President	

Signatures

Robert E. Veillette,
Attorney-In-Fact

11/28/2016

**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) On November 23, 2015, the Company awarded 1,100 restricted shares under the Company's 2012 Stock Incentive and Award Plan. One-third of the restricted shares vested on November 23, 2016, and one-third will vest on each of November 23, 2017 and 2018. 172 of the 366 shares that vested November 23, 2016 were withheld to cover withholding taxes due upon vesting. The holdings are net of shares previously withheld or sold to cover withholding taxes.
- (2) On November 24, 2014, the Company awarded 900 restricted shares under the Company's 2012 Stock Incentive and Award Plan. One-third of the restricted shares vested on each of November 24, 2015 and 2016, and one-third will vest on November 24, 2017. 141 of the 300 shares that vested November 24, 2016 were withheld to cover withholding taxes due upon vesting. The holdings are net of shares previously withheld or sold to cover withholding taxes.
- (3) On November 25, 2013, the Company awarded 900 restricted shares under the Company's 2012 Stock Incentive and Award Plan. One-third of the restricted shares vested on each of November 25, 2014, 2015, and 2016. 141 of the 300 shares that vested November

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25, 2016 were withheld to cover withholding taxes due upon vesting. The holdings 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 Employee Stock Ownership Plan, exempt pursuant to Rule 16b-3(c). The reporting person disclaims beneficial ownership of these securities.

(5) 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.

(6) All such options have fully vested.

(7) On November 25, 2013, the Company awarded 5,200 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.

(8) 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.

(9) 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.

(10) On November 21, 2016, the Company awarded 6,600 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.

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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