

NORDSON CORP
Form 4
March 12, 2015

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 *
MERRIMAN MICHAEL J

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

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
03/10/2015

____ Director ____ 10% Owner
____ Officer (give title below) ____ Other (specify below)

WESTLAKE, OH 44145

4. If Amendment, Date Original
Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check
Applicable Line)
X Form filed by One Reporting Person
____ Form filed by More than One Reporting
Person

(City) (State) (Zip)

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 Ownership (Instr. 4)
Common Shares				(A) or (D)	2,701	D	

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)

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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. Price of Derivative Security (Instr. 5)		
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Restricted Share Units	(1)	03/10/2015		J(2)		9		(1)	(1)	Common Shares	9	(1)
Share Equivalent Units	(3)	03/10/2015		J(4)		80		(3)	(3)	Common Shares	80 (3)	(3)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MERRIMAN MICHAEL J 28601 CLEMENS ROAD WESTLAKE, OH 44145				

Signatures

Robert E. Veillette,
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) Pursuant to the 2012 Stock Incentive and Award Plan, restricted stock units ("RSUs") vest one year after the grant date. Under the Directors Deferred Compensation Sub-Plan, if receipt of shares upon vesting was deferred, RSUs convert to an equal number of share equivalent units. If receipt of shares upon vesting was not deferred, RSUs convert to unrestricted Nordson Common shares on a one-for-one basis.

(2) Restricted share units ("RSU") accrued through dividend payments during the vesting period of the RSUs granted on November 3, 2014 pursuant to the 2012 Stock Incentive and Award Plan. Each RSU acquired from dividends is the economic equivalent to one share of Nordson common stock.

(3) Share equivalent units acquired through Directors Deferred Compensation Plan. At time of distribution, share equivalent units convert to common shares on a one-for-one basis. Distribution is not permissible until participant ceases to be a Director.

(4) Share equivalent units accrued through dividend payments.

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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