NORDSON CORP Form 4 September 09, 2015

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

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Check this box

Form 5 obligations may continue. See Instruction

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

2. Issuer Name and Ticker or Trading

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * George Arthur L Jr

5. Relationship of Reporting Person(s) to

Issuer

(Last)

(City)

1.Title of

Security

(Instr. 3)

(First)

(Middle)

(Zip)

3. Date of Earliest Transaction

NORDSON CORP [NDSN]

(Month/Day/Year)

09/08/2015

Symbol

Director 10% Owner

(Check all applicable)

Officer (give title Other (specify below)

(Street)

(State)

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

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

WESTLAKE, OH 44145

28601 CLEMENS ROAD

2. Transaction Date 2A. Deemed (Month/Day/Year) Execution Date, if

TransactionAcquired (A) or Code Disposed of (D) (Month/Day/Year) (Instr. 8) (Instr. 3, 4 and 5)

4. Securities

5. Amount of Securities Beneficially Owned Following

6. Ownership 7. Nature of Form: Direct Indirect (D) or Beneficial Indirect (I) Ownership (Instr. 4) (Instr. 4)

Reported (A) or

Code V Amount (D) Price

Transaction(s) (Instr. 3 and 4)

Common Shares

4,536 D

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)

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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. Transacti Code (Instr. 8)	5. onNumber of Derivativ Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Expiration Date Und (Month/Day/Year) (Ins		Underlying S	Title and Amount of inderlying Securities nstr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Restricted Share Units	<u>(1)</u>	09/08/2015		J(2)	6	<u>(1)</u>	<u>(1)</u>	Common Shares	6	(1)
Share Equivalent Units	(3)	09/08/2015		J <u>(4)</u>	6	(3)	(3)	Common Shares	6 (3)	<u>(3)</u>

Reporting Owners

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		

George Arthur L Jr 28601 CLEMENS ROAD WESTLAKE, OH 44145

Signatures

Robert E. Veillette, Attorney-In-Fact 09/09/2015

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

Reporting Owners 2

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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.