

NORDSON CORP  
Form 4  
December 01, 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

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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)  
11/28/2015

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 \_\_\_\_ 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<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired<br>or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|---|---|--------------------------------------|---|--|--|---|
| Common<br>Stock                       | 11/28/2015                              |   | F                                    | 109<br>D  | \$<br>72.74  | 30,490   | D <u>(1)</u>  |
| Common<br>Stock                       | 12/01/2015                              |   | A                                    | 2,193<br>A  | \$ 0   | 32,683   | D <u>(2)</u>  |
| Common<br>Stock                       |   |   |                                      |   | 4  | I  | By<br>Company<br>ESOP Plan<br><u>(3)</u>                          |
| Common<br>Stock                       |   |   |                                      |   | 1,431  | I  | By<br>Company<br>Savings  |

Plan <sup>(4)</sup>

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<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number<br>of<br>Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed<br>of (D)<br>(Instr. 3,<br>4, and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) |                    | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) |  | 8. Pri<br>Deriv<br>Secur<br>(Instr |
|---|--|---|---|--------------------------------------|--|--|--------------------|---|--|------------------------------------|
|   |  |   |   | Code                                 | V (A) (D)  | Date<br>Exercisable  | Expiration<br>Date | Title   | Amount<br>or<br>Number<br>of<br>Shares |                                    |
| Employee<br>Stock<br>Options<br>(right to<br>buy)   | \$ 26.46   |   |   |                                      |  | <u>(5)</u>   | 12/05/2017         | Common<br>Stock   | 3,200                                  |                                    |
| Employee<br>Stock<br>Options<br>(right to<br>buy)   | \$ 14.37   |   |   |                                      |  | <u>(5)</u>   | 12/04/2018         | Common<br>Stock   | 2,800                                  |                                    |
| Employee<br>Stock<br>Options<br>(right to<br>buy)   | \$ 27.26   |   |   |                                      |  | <u>(5)</u>   | 12/03/2019         | Common<br>Stock   | 5,250                                  |                                    |
| Employee<br>Stock<br>Options<br>(right to<br>buy)   | \$ 43.32   |   |   |                                      |  | <u>(5)</u>   | 12/07/2020         | Common<br>Stock   | 5,600                                  |                                    |
| Employee<br>Stock<br>Options                        | \$ 43.73   |   |   |                                      |  | <u>(5)</u>   | 11/28/2021         | Common<br>Stock   | 6,000                                  |                                    |

(right to  
buy)

Employee  
Stock

Options \$ 61.59

(6)

11/28/2022

Common  
Stock

5,000

(right to  
buy)

Employee  
Stock

Options \$ 71.75

(7)

11/25/2023

Common  
Stock

5,200

(right to  
buy)

Employee  
Stock

Options \$ 79.66

(8)

11/24/2024

Common  
Stock

5,800

(right to  
buy)

Employee  
Stock

Options \$ 70.91

(9)

11/23/2025

Common  
Stock

9,100

(right to  
buy)

## Reporting Owners

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

## Signatures

Robert E. Veillette,  
Attorney-In-Fact

12/01/2015

\_\_\_\_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).

On November 28, 2012, the Company awarded 1,000 restricted shares under the Company's Long-Term Performance Plan. One-third of the restricted shares vested on each of November 28, 2013, 2014 and 2015. 109 of the 334 shares that vested November 28, 2015 were

- (1) withheld to cover withholding taxes due upon vesting. The holdings include 548 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.

Award of performance share units under the Company's 2012 Stock Incentive and Award Plan that were earned upon the achievement of

- (2) performance measures over a 3-year performance period ended October 31, 2015. The performance share units are settled in common shares on a one-to-one basis on the settlement date.

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(3) 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.

(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.

(6) On November 28, 2012, the Company awarded 11,000 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.

(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.

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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