

NORDSON CORP

Form 3

December 02, 2015

**FORM 3**UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

OMB APPROVAL

OMB  
Number: 3235-0104Expires: January 31,  
2005Estimated average  
burden hours per  
response... 0.5**INITIAL STATEMENT OF 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 \*

Â Pembroke Jeffrey A

(Last)

(First)

(Middle)

2. Date of Event Requiring  
Statement

(Month/Day/Year)

11/24/2015

3. Issuer Name **and** Ticker or Trading Symbol  
NORDSON CORP [NDSN]4. Relationship of Reporting  
Person(s) to Issuer5. If Amendment, Date Original  
Filed(Month/Day/Year)

(Check all applicable)

☐ Director ☐ 10% Owner☐ Officer ☐ Other

(give title below) (specify 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 PersonC/O NORDSON  
CORPORATION,Â 28601  
CLEMENS ROAD

(Street)

WESTLAKE,Â OHÂ 44145

(City)

(State)

(Zip)

**Table I - Non-Derivative Securities Beneficially Owned**1.Title of Security  
(Instr. 4)2. Amount of Securities  
Beneficially Owned  
(Instr. 4)3. Ownership  
Form:  
Direct (D)  
or Indirect  
(I)  
(Instr. 5)4. Nature of Indirect Beneficial  
Ownership  
(Instr. 5)

Common Stock

900

D

Â

Common Stock

1

I

By Company ESOP Plan <sup>(1)</sup>

Common Stock

137

I

By Company Saving Plan <sup>(2)</sup>Reminder: Report on a separate line for each class of securities beneficially  
owned directly or indirectly.

SEC 1473 (7-02)

**Persons who respond to the collection of  
information contained in this form are not  
required to respond unless the form displays a  
currently valid OMB control number.****Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

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1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Employee Stock Options (right to buy)	Â <u>(3)</u>	12/07/2020	Common Stock	800	\$ 43.32	D	Â
Employee Stock Options (right to buy)	Â <u>(4)</u>	11/28/2021	Common Stock	1,800	\$ 43.73	D	Â
Employee Stock Options (right to buy)	Â <u>(5)</u>	11/28/2022	Common Stock	2,775	\$ 61.59	D	Â
Employee Stock Options (right to buy)	Â <u>(6)</u>	11/25/2023	Common Stock	3,200	\$ 71.75	D	Â
Employee Stock Options (right to buy)	Â <u>(7)</u>	11/24/2024	Common Stock	3,800	\$ 79.66	D	Â
Employee Stock Options (right to buy)	Â <u>(8)</u>	11/23/2025	Common Stock	7,200	\$ 70.91	D	Â

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Pembroke Jeffrey A C/O NORDSON CORPORATION 28601 CLEMENS ROAD WESTLAKE, OH 44145	Â	Â	Â Vice President	Â

## Signatures

Robert E. Veillette,  
Attorney-in-Fact

12/02/2015

\_\_Signature of Reporting Person

Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, *see* Instruction 5(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) 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.
- (2) 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.
- (3) On December 7, 2010, the Company awarded 4,000 stock options under the Company's Long-Term Performance Plan. The options vest in 5 equal annual installments beginning on December 7, 2011. The vested portions of such options will become exercisable upon vesting. The holdings are net of vested options that were exercised.
- (4) All such options have fully vested.

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- (5) On November 28, 2012, the Company awarded 3,700 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. The holdings are net of vested options that were exercised.

- (6) On November 25, 2013, the Company awarded 3,200 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.

- (7) On November 24, 2014, the Company awarded 3,800 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.

- (8) On November 23, 2015, the Company awarded 7,200 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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