

NORDSON CORP
Form 4
January 06, 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
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 *
MERK GREGORY P

(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)
01/04/2016

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)

Senior 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)		
			Code	V	Amount	(A) or (D)	Price		
Common Stock	01/04/2016		F		1,196	D	\$ 63.35	39,755	D ⁽¹⁾
Common Stock								203	I
									By Company Savings Plan ⁽²⁾

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

**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.**

SEC 1474
(9-02)

Edgar Filing: NORDSON CORP - Form 4

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. Price or Value of Underlying Securities (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Employee Stock Options (right to buy)	\$ 24.39					<u>(3)</u>	11/22/2016	Common Stock	7,000	
Employee Stock Options (right to buy)	\$ 26.46					<u>(3)</u>	12/05/2017	Common Stock	13,600	
Employee Stock Options (right to buy)	\$ 14.37					<u>(3)</u>	12/04/2018	Common Stock	22,800	
Employee Stock Options (right to buy)	\$ 27.26					<u>(3)</u>	12/03/2019	Common Stock	12,200	
Employee Stock Options (right to buy)	\$ 43.32					<u>(3)</u>	12/07/2020	Common Stock	9,000	
Employee Stock Options (right to buy)	\$ 43.73					<u>(3)</u>	11/28/2021	Common Stock	10,000	
Employee Stock	\$ 61.59					<u>(4)</u>	11/28/2022	Common Stock	7,600	

Options
(right to
buy)

Employee
Stock

Options	\$ 71.75	(5)	11/25/2023	Common Stock	7,600
(right to buy)					

Employee
Stock

Options	\$ 79.66	(6)	11/24/2024	Common Stock	8,300
(right to buy)					

Employee
Stock

Options	\$ 70.91	(7)	11/23/2025	Common Stock	13,400
(right to buy)					

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

MERK GREGORY P
28601 CLEMENS ROAD
WESTLAKE, OH 44145

Senior Vice President

Signatures

Robert E. Veillette,
Attorney-In-Fact

01/06/2016

__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).

Shares withheld to cover withholding taxes due upon settlement of the performance share units that were reported on December 1, 2015.
(1) The ultimate number of shares earned was subject to adjustment based on actual performance. Including a downward adjustment of 5 shares as a result of actual performance achieved, 3,226 earned shares settled on January 4, 2016. The holdings are net of shares previously withheld or sold to cover withholding taxes.

Represents the number of shares attributable to the reporting person's participation in the Company's Savings Plan, exempt pursuant to
(2) Rule 16b-3(c). The reporting person disclaims beneficial ownership of these securities. Holdings are corrected due to a scrivener error in the December 1, 2015 reporting.

(3) All such options have fully vested.

On November 28, 2012, the Company awarded 7,600 stock options under the Company's Long-Term Performance Plan. The options vest
(4) in 4 equal annual installments beginning on November 28, 2013. The vested portions of such options will become exercisable upon vesting.

Edgar Filing: NORDSON CORP - Form 4

(5) On November 25, 2013, the Company awarded 7,600 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.

(6) On November 24, 2014, the Company awarded 8,300 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.

(7) On November 23, 2015, the Company awarded 13,400 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.

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.