NORDSON CORP Form 4

February 01, 2016

# FORM 4

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

**OMB APPROVAL** OMB

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Check this box if no longer subject to Section 16. Form 4 or

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES** 

Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Print or Type Responses)

1. Name and A CARSON R	•	rting Person *	2. Issuer Name <b>and</b> Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer			
			NORDSON CORP [NDSN]	(Check all applicable)			
(Last)	(First)	(Middle)	3. Date of Earliest Transaction				
			(Month/Day/Year)	Director 10% Owner			
28601 CLEMENS ROAD			01/29/2016	Officer (give titleOther (specify below)			
	(Street)		4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check			
			Filed(Month/Day/Year)	Applicable Line)			
WESTLAKE, OH 44145				_X_ Form filed by One Reporting Person Form filed by More than One Reporting Person			
(City)	(State)	(Zip)	Table I Non Desiration Countries A				

(City)	(State) (2	Table	e I - Noi	1-De	erivative S	Securi	ties Acc	quired, Disposed o	of, or Beneficial	ly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	n Date 2A. Deemed Year) Execution Date, if any (Month/Day/Year)		3. Transaction Code (Instr. 8)		4. Securities nAcquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		5. Amount of Securities Beneficially Owned Following Reported	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Shares	01/05/2016		Code A	v V	Amount 6	or	Price \$ 0	Transaction(s) (Instr. 3 and 4) 23,284	D (1)	
Common Shares	01/05/2016		A	V	37	A	\$0	23,321	D (2)	
Common Shares	01/29/2016		A		269	A	\$0	23,590	D (3)	

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)

1. Title of	f 2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Title	e and	8. Price of	9. Nu
Derivativ	e Conversion	(Month/Day/Year)	Execution Date, if	TransactionNumber		Expiration Date		Amou	nt of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securi	ties	(Instr. 5)	Bene
	Derivative				Securities			(Instr.	3 and 4)		Owne
	Security				Acquired						Follo
					(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
									Amount		
									Amount		
						Date	Expiration		or Number		
						Exercisable	Date		of		
				Code V	(A) (D)				Shares		
				Code v	(A) (D)				Shares		

# **Reporting Owners**

Relationships Reporting Owner Name / Address

> Director 10% Owner Officer Other

**CARSON RANDY W** 28601 CLEMENS ROAD WESTLAKE, OH 44145

# **Signatures**

Robert E. Veillette, Attorney-In-Fact

02/01/2016

\*\*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).
- Restricted share units ("RSU") accrued through dividend payments during the vesting period of the RSUs granted on November 1, 2015 pursuant to the 2012 Stock Incentive and Award Plan. The RSUs that accrued through dividend payments vest according to the related
- RSUs. If the participant ceases to be a director prior to the vesting date, the RSUs are forfeited on a pro-rata basis. Each RSU acquired from dividends is the economic equivalent to one share of Nordson common stock.
- Share equivalent units ("SEU") accrued through dividend payments pursuant to the Directors Deferred Compensation Plan. At time of (2) distribution, SEUs convert to common shares on a one-for-one basis. Distribution is not permissible until participant ceases to be a Director.
- The reporting person has elected to receive SEUs in lieu of cash for payment of director retainer fees pursuant to the Directors Deferred (3) Compensation Plan. At time of distribution, SEUs convert to common shares on a one-for-one basis. Distribution is not permissible until participant ceases to be a Director.

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.

Reporting Owners 2