

NORDSON CORP
Form 4
May 31, 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
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(Print or Type Responses)

1. Name and Address of Reporting Person *
KEANE JOHN J

(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)
05/26/2016

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 below) ____ Other (specify 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)
Common Stock	05/26/2016		M	V Amount (A) or (D) Price 3,120 A \$ 26.46	51,779	D	
Common Stock	05/26/2016		S	3,120 D \$ 87.56 (1)	48,659	D (2)	
Common Stock	05/26/2016		M	3,780 A \$ 26.46	52,439	D	
Common Stock	05/26/2016		F	1,162 D \$ 87.79 (3)	51,359	D (4)	
					881	I	

Common
StockBy
Company
ESOP Plan
(5)

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 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)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Options (right to buy)	\$ 26.46	05/26/2016		M	3,780	<u>(6)</u>	12/05/2017	Common Stock	3,780
Employee Stock Options (right to buy)	\$ 26.46	05/26/2016		M	3,120	<u>(6)</u>	12/05/2017	Common Stock	3,120
Employee Stock Options (right to buy)	\$ 27.26					<u>(6)</u>	12/03/2019	Common Stock	23,600
Employee Stock Options (right to buy)	\$ 43.32					<u>(6)</u>	12/07/2020	Common Stock	16,000
Employee Stock	\$ 43.73					<u>(6)</u>	11/28/2021	Common Stock	16,000

Options
(right to
buy)

Employee Stock

Options (right to buy)	\$ 61.59
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(7)

11/28/2022

Common
Stock

11,900

Employee
Stock

Options (right to buy)	\$ 71.75
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(8)

11/25/2023

Common
Stock

11,500

Employee
Stock

Options (right to buy)	\$ 79.66
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(9)

11/24/2024

Common
Stock

12.500

Employee
Stock

Options (right to buy)	\$ 70.91
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(10)

11/23/2025

Common
Stock

17.200

Reporting Owners

Reporting Owner Name / Address

Relationships

Director

10% Owner

Officer

Other

KEANE JOHN J
28601 CLEMENS ROAD
WESTLAKE, OH 44145

Senior Vice President

Signatures

Robert E. Veillette,
Attorney-In-Fact

05/31/2016

****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).
- (1) Price reflected is the weighted-average sale price for shares sold. The shares were sold in multiple transactions, and the range of sale prices for the transactions reported was \$87.40 to \$87.67. The reporting person undertakes to provide to the issuer, any security holder of the issuer, or any staff member of the Securities and Exchange Commission, upon request, information regarding the number of shares sold at each separate price.
- (2) Exercise of reporting person's stock options that would otherwise expire December 5, 2017 of which shares were sold to pay the exercise price, to cover withholding taxes, and to pay broker fees and commissions, pursuant to a broker-assisted cashless exercise and sale.

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- (3) Price reflected is the weighted-average sale price for shares sold. The shares were sold in multiple transactions, and the range of sale prices for the transactions reported was \$87.73 to \$87.82. The reporting person undertakes to provide to the issuer, any security holder of the issuer, or any staff member of the Securities and Exchange Commission, upon request, information regarding the number of shares sold at each separate price.
- (4) Exercise of reporting person's stock options that would otherwise expire December 5, 2017 of which shares were sold to pay the exercise price and to pay broker fees and commissions, pursuant to a broker-assisted cashless exercise and hold. The holdings include 82 shares acquired through dividend payments and are net of shares previously withheld or sold to cover withholding taxes.
- (5) 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.
- (6) All such options have fully vested.
- (7) On November 28, 2012, the Company awarded 11,900 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.
- (8) On November 25, 2013, the Company awarded 11,500 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.
- (9) On November 24, 2014, the Company awarded 12,500 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.
- (10) 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. 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.