

NORDSON CORP

Form 4

August 26, 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

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(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)  
**08/25/2016**

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	08/25/2016		M	6,000	A \$ 26.46 45,812	D	
Common Stock	08/25/2016		S	6,000	D \$ 100.04 39,812 (1)	D (2)	
Common Stock	08/26/2016		M	7,600	A \$ 26.46 47,412	D	
Common Stock	08/26/2016		M	3,000	A \$ 14.37 50,412	D	
Common Stock	08/26/2016		S	10,600	D \$ 39,915 100.45	D (4)	

(3)Common  
Stock

363

I

By  
Company  
Savings  
Plan (5)

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)**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 D S (	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Options (right to buy)	\$ 26.46	08/25/2016		M		6,000		<u>(6)</u>	12/05/2017	Common Stock	13,600
Employee Stock Options (right to buy)	\$ 26.46	08/26/2016		M		7,600		<u>(6)</u>	12/05/2017	Common Stock	7,600
Employee Stock Options (right to buy)	\$ 14.37	08/26/2016		M		3,000		<u>(6)</u>	12/04/2018	Common Stock	22,800
Employee Stock Options (right to buy)	\$ 27.26							<u>(6)</u>	12/03/2019	Common Stock	12,200
	\$ 43.32							<u>(6)</u>	12/07/2020		9,000

Employee Stock Options (right to buy)					Common Stock	
Employee Stock Options (right to buy)	\$ 43.73	<u>(6)</u>	11/28/2021	Common Stock	10,000	
Employee Stock Options (right to buy)	\$ 61.59	<u>(7)</u>	11/28/2022	Common Stock	7,600	
Employee Stock Options (right to buy)	\$ 71.75	<u>(8)</u>	11/25/2023	Common Stock	7,600	
Employee Stock Options (right to buy)	\$ 79.66	<u>(9)</u>	11/24/2024	Common Stock	8,300	
Employee Stock Options (right to buy)	\$ 70.91	<u>(10)</u>	11/23/2025	Common Stock	13,400	

## 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

08/26/2016

          \*\*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 \$100.00 to \$100.12. 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 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. The holdings are net of shares previously withheld or sold to cover withholding taxes.

(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 \$100.05 to \$100.75. 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 otherwise expire December 5, 2017 and December 4, 2018, respectively, 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. The holdings include 103 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 Savings 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 7,600 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 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.

(9) 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.

(10) 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.

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