NORDSON CORP Form 4 November 02, 2016

## FORM 4

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

OMB 3235-0287

Check this box if no longer subject to Section 16.

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

Number: January 31, Expires: 2005

0.5

of

(Instr. 4)

**OMB APPROVAL** 

Form 4 or Form 5 obligations may continue.

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

response...

Estimated average

burden hours per

1(b).

Common

Shares

11/01/2016

(Print or Type Responses)

See Instruction

1. Name and Address of Reporting Person ** KEITHLEY JOSEPH P			Issuer Name <b>ar</b> ibol	nd Ticker or Trading	5. Relationship Issuer	5. Relationship of Reporting Person(s) to Issuer			
		NC	RDSON CC	ORP [NDSN]	(Cł	neck all applicabl	e)		
(Last)	(First)	Middle) 3. D	ate of Earliest	Γransaction					
		(Mo	onth/Day/Year)		Director	109	6 Owner		
28601 CLEMENS ROAD		11/	01/2016		Officer (g	ve titleOth below)	er (specify		
	(Street)	4. If	Amendment, I	Date Original	6. Individual or	6. Individual or Joint/Group Filing(Check			
		File	d(Month/Day/Ye	ar)	**	Applicable Line) _X_ Form filed by One Reporting Person			
WESTLAR	KE, OH 44145				Form filed by Person	y More than One R	eporting		
(City)	(State)	(Zip)	Table I - Non-	Derivative Securities A	Acquired, Disposed	of, or Beneficia	lly Owned		
1.Title of	2. Transaction Da	te 2A. Deemed	3.	4. Securities	5. Amount of	6. Ownership	7. Nature of		
Security	urity (Month/Day/Year) Executi		on Date, if TransactionAcquired (A) or		Securities	Form: Direct	Indirect		
(Instr. 3)		any	Code	Disposed of (D)	Beneficially	(D) or	Beneficial		
		(Month/Day/	Year) (Instr. 8	3) (Instr. 3, 4 and 5)	Owned	Indirect (I)	Ownership		

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

Following

Reported

47,662

Transaction(s)

(Instr. 3 and 4)

(A)

or

(D)

A

Price

\$0

(Instr. 4)

 $D^{(1)}$ 

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

Code V Amount

1,283

A

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1. Title of Derivative	2. Conversion	3. Transaction Date (Month/Day/Year)		4. Transactio	5. orNumber	6. Date Exerci Expiration Da		7. Title and Amount of	8. Price of Derivative	9. Nu Deriv
Security (Instr. 3)	or Exercise Price of Derivative Security	(Monus Day/Tear)	execution Date, if any (Month/Day/Year)	Code (Instr. 8)	of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	(Month/Day/Y e		Underlying Securities (Instr. 3 and 4)	Security (Instr. 5)	Secur Bene Owne Follo Repo Trans (Instr
				Code V	(A) (D)		Expiration Date	Title Amount or Number of Shares		

# **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

KEITHLEY JOSEPH P 28601 CLEMENS ROAD WESTLAKE, OH 44145

### **Signatures**

Robert E. Veillette, Attorney-In-Fact

\*\*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).

Effective November 1, 2016, the Company granted 1,283 restricted stock units as an annual grant to non-employee directors, valued at the then current market price of \$97.43 per share. Such shares vest on October 31, 2017 unless, with certain exceptions, the reporting person ceases to be a director prior to the vesting date. The total holdings include 562 shares accrued from dividend payments through participation in the Directors Deferred Compensation Plan and pursuant to the Company's Dividend Reinvestment Plan.

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