

NORDSON CORP

Form 4

November 28, 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 *
Stockunas Joseph

(Last) (First) (Middle)

C/O NORDSON
CORPORATION, 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)
11/23/2016

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)
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 | 11/23/2016 | | F | | 113 | D | \$ 109.14 | 4,220 |
| Common Stock | | | | | | | | 275 |
| | | | | | | | | 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**

SEC 1474
(9-02)

number.

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. Pri Deriv Secur (Instr |
|---|---|---|---|---|---|--|--------------------|---|--|------------------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | |
| Employee Stock Options (right to buy) | \$ 62.95 | | | | | <u>(3)</u> | 03/01/2023 | Common Stock | 5,000 | |
| Employee Stock Options (right to buy) | \$ 71.75 | | | | | <u>(4)</u> | 11/25/2023 | Common Stock | 3,200 | |
| Employee Stock Options (right to buy) | \$ 79.66 | | | | | <u>(5)</u> | 11/24/2024 | Common Stock | 3,800 | |
| Employee Stock Options (right to buy) | \$ 70.91 | | | | | <u>(6)</u> | 11/23/2025 | Common Stock | 7,200 | |
| Employee Stock Options (right to buy) | \$ 107.65 | | | | | <u>(7)</u> | 11/21/2026 | Common Stock | 6,500 | |

Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners

Edgar Filing: NORDSON CORP - Form 4

Director 10% Owner Officer Other

Stockunas Joseph
C/O NORDSON CORPORATION
28601 CLEMENS ROAD
WESTLAKE, OH 44145

Vice
President

Signatures

Robert E. Veillette,
Attorney-in-Fact

11/28/2016

____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).

- On November 23, 2015, the Company awarded 900 restricted shares under the Company's 2012 Stock Incentive and Award Plan.
- (1) One-third of the restricted shares vested on November 23, 2016, and one-third will vest on each of November 23, 2017 and 2018. 113 of the 300 shares that vested November 23, 2016 were withheld to cover withholding taxes due upon vesting. The holdings are net of shares previously withheld or sold to cover withholding taxes.
- (2) Represents the number of shares attributable to the reporting person's participation in the Company Stock Fund of the Nordson Savings Plan, exempt pursuant to Rule 16b-3(c). The reporting person disclaims beneficial ownership of these securities
- On March 1, 2013, the Company awarded 5,000 stock options under the Company's 2012 Stock Incentive and Award Plan. The options
- (3) vest in 4 equal annual installments beginning on March 1, 2014. The vested portions of such options will become exercisable upon vesting.
- On November 25, 2013, the Company awarded 3,200 stock options under the Company's 2012 Stock Incentive and Award Plan. The
- (4) options vest in 4 equal annual installments beginning on November 25, 2014. The vested portions of such options will become exercisable upon vesting.
- On November 24, 2014, the Company awarded 3,800 stock options under the Company's 2012 Stock Incentive and Award Plan. The
- (5) options vest in 4 equal annual installments beginning on November 24, 2015. The vested portions of such options will become exercisable upon vesting.
- On November 23, 2015, the Company awarded 7,200 stock options under the Company's 2012 Stock Incentive and Award Plan. The
- (6) options vest in 4 equal annual installments beginning on November 23, 2016. The vested portions of such options will become exercisable upon vesting.
- On November 21, 2016, the Company awarded 6,500 stock options under the Company's 2012 Stock Incentive and Award Plan. The
- (7) options vest in 4 equal annual installments beginning on November 21, 2017. 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.