

VEILLETTE ROBERT E  
Form 4  
January 03, 2018

**FORM 4**

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

OMB APPROVAL

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**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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
VEILLETTE ROBERT E

2. Issuer Name and Ticker or Trading Symbol  
NORDSON CORP [NDSN]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
28601 CLEMENS ROAD  
  
(Street)

3. Date of Earliest Transaction (Month/Day/Year)  
12/29/2017

\_\_\_\_ Director  
\_\_\_\_ Officer (give title below) \_\_\_\_\_ Other (specify below)  
Former VP, GC & Secretary

WESTLAKE, OH 44145

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

(City) (State) (Zip)

**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 or Price   |  |   |
| Common Stock                    | 12/29/2017                           |  | F                              |   | 238 D \$ 146.4  | 53,252   | D <sup>(1)</sup>                                      |
| Common Stock                    | 12/29/2017                           |  | F                              |   | 152 D \$ 146.99   | 53,100   | D <sup>(2)</sup>                                      |
| Common Stock                    |                                      |  |                                |   |   | 2,129  | I<br>By Company ESOP Plan <sup>(3)</sup>              |
| Common Stock                    |                                      |  |                                |   |   | 505  | I<br>By Company Savings                               |

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

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(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. Price or Value 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)      | \$ 14.37   |                                      |  |                                |   | <u>(5)</u> 12/04/2018                                    | 12/04/2018  | Common Stock  | 17,000                     |
| Employee Stock Options (right to buy)      | \$ 27.26   |                                      |  |                                |   | <u>(5)</u> 12/03/2019                                    | 12/03/2019  | Common Stock  | 8,000                      |
| Employee Stock Options (right to buy)      | \$ 43.32   |                                      |  |                                |   | <u>(5)</u> 12/07/2020                                    | 12/07/2020  | Common Stock  | 6,400                      |
| Employee Stock Options (right to buy)      | \$ 43.73   |                                      |  |                                |   | <u>(5)</u> 11/28/2021                                    | 11/28/2021  | Common Stock  | 8,800                      |
| Employee Stock Options (right to buy)      | \$ 61.59   |                                      |  |                                |   | <u>(5)</u> 11/28/2022                                    | 11/28/2022  | Common Stock  | 7,100                      |

buy)

Employee  
Stock

|         |          |     |            |                 |       |
|---------|----------|-----|------------|-----------------|-------|
| Options | \$ 71.75 | (5) | 11/25/2023 | Common<br>Stock | 6,900 |
|---------|----------|-----|------------|-----------------|-------|

(right to  
buy)

Employee  
Stock

|         |          |     |            |                 |       |
|---------|----------|-----|------------|-----------------|-------|
| Options | \$ 79.66 | (6) | 11/24/2024 | Common<br>Stock | 7,600 |
|---------|----------|-----|------------|-----------------|-------|

(right to  
buy)

Employee  
Stock

|         |          |     |            |                 |        |
|---------|----------|-----|------------|-----------------|--------|
| Options | \$ 70.91 | (7) | 11/23/2025 | Common<br>Stock | 11,000 |
|---------|----------|-----|------------|-----------------|--------|

(right to  
buy)

Employee  
Stock

|         |           |     |            |                 |       |
|---------|-----------|-----|------------|-----------------|-------|
| Options | \$ 107.65 | (8) | 11/21/2026 | Common<br>Stock | 8,600 |
|---------|-----------|-----|------------|-----------------|-------|

(right to  
buy)

## Reporting Owners

| Reporting Owner Name / Address                                 | Relationships |           |         |                           |
|--|---------------|-----------|---------|---------------------------|
|  | Director      | 10% Owner | Officer | Other                     |
| VEILLETTE ROBERT E<br>28601 CLEMENS ROAD<br>WESTLAKE, OH 44145 |               |           |         | Former VP, GC & Secretary |

## Signatures

Gina A. Beredo,  
Attorney-in-Fact

01/03/2018

\*\*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 21, 2016, the Company awarded 1,100 restricted shares under the Company's 2012 Stock Incentive and Award Plan. One-third of the restricted shares vested on November 30, 2017, and one-third were to vest on each of November 30, 2018 and 2019. The
- (1) reporting person retired effective December 31, 2017. Vesting of 734 restricted shares was accelerated as a result of retirement. 238 of the 734 shares that vested were withheld to cover withholding taxes due upon vesting. The holdings are net of shares previously withheld or sold to cover withholding taxes.
- (2) On November 23, 2015, the Company awarded 1,400 restricted shares under the Company's 2012 Stock Incentive and Award Plan. One-third of the restricted shares vested on each of November 23, 2016 and 2017, and one-third were to vest on November 23, 2018. The reporting person retired effective December 31, 2017. Vesting of 468 restricted shares was accelerated as a result of retirement. 152 of the 468 shares that vested were withheld to cover withholding taxes due upon vesting. The holdings are net of shares previously withheld or

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sold to cover withholding taxes.

- (3) Represents the number of shares attributable to the reporting person's participation in the Company Stock Fund of the Nordson Employee Stock Ownership Plan, exempt pursuant to Rule 16b-3(c).
- (4) 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).
- (5) All such options have fully vested.

(6) On November 24, 2014, 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 24, 2015. The vested portions of such options will become exercisable upon vesting.

(7) On November 23, 2015, the Company awarded 11,000 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.

(8) On November 21, 2016, the Company awarded 8,600 stock options under the Company's 2012 Stock Incentive and Award Plan. The 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.