MERK GREGORY P

Form 4/A January 29, 2018

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

OMB APPROVAL

3235-0287

Expires:

5. Relationship of Reporting Person(s) to

Issuer

displays a currently valid OMB control

number.

January 31, 2005

0.5

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Check this box

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

2. Issuer Name and Ticker or Trading

Symbol

See Instruction 1(b).

(Print or Type Responses)

MERK GREGORY P

1. Name and Address of Reporting Person *

		NORD	NORDSON CORP [NDSN]				(Check all applicable)			
(Last) 28601 CLE	(First) (of Earliest T Day/Year) 2017	ransaction			Director Officer (gi	10	% Owner her (specify	
WESTLAK	Filed(Mo	4. If Amendment, Date Original Filed(Month/Day/Year) 11/22/2017				6. Individual or Joint/Group Filing(Check Applicable Line) _X_ 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									ally Owned	
1.Title of Security (Instr. 3)	2. Transaction Dat (Month/Day/Year)		Code	,	d (A) od of (D) 4 and (A) or))	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	08/28/2017		G	20	D	\$ 0	49,710	D (1)		
Common Stock							364	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 SEC 1474 (9-02)										

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$\label{thm:convergence} \begin{tabular}{ll} Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned \\ (\emph{e.g.}, puts, calls, warrants, options, convertible securities) \\ \end{tabular}$

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. Transactio Code (Instr. 8)	5. onNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Expiration Date (Month/Day/Year)		Underlying Securities (Instr. 3 and 4)		8. Pri Deriv Secu (Instr
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	or Number of Shares	
Employee Stock Options (right to buy)	\$ 27.26					(3)	12/03/2019	Common Stock	12,200	
Employee Stock Options (right to buy)	\$ 43.32					(3)	12/07/2020	Common Stock	9,000	
Employee Stock Options (right to buy)	\$ 43.73					(3)	11/28/2021	Common Stock	10,000	
Employee Stock Options (right to buy)	\$ 61.59					(3)	11/28/2022	Common Stock	7,600	
Employee Stock Options (right to buy)	\$ 71.75					<u>(4)</u>	11/25/2023	Common Stock	7,600	
Employee Stock Options (right to buy)	\$ 79.66					<u>(5)</u>	11/24/2024	Common Stock	8,300	
Employee Stock	\$ 70.91					<u>(6)</u>	11/23/2025	Common Stock	13,400	

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Options (right to buy)					
Employee Stock Options (right to buy)	\$ 107.65	<u>(7)</u>	11/21/2026	Common Stock	10,000
Employee Stock Options (right to buy)	\$ 127.67	<u>(8)</u>	11/20/2027	Common Stock	9,000

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

Gina A. Beredo, Attorney-In-Fact

01/29/2018

**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).
- A gift of shares was omitted from the reporting person's original Form 4 filed on November 22, 2017, and also omitted from the three

 Forms 4 filed by the reporting person thereafter, resulting in the net holdings balance in column 5 to be overstated by 20 shares. On

 August 28, 2017, the reporting person gifted a total of 20 shares. For tax purposes, the value date of the shares delivered is the date a gift
- (2) 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).
- (3) All such options have fully vested.
- 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.
- 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.
- 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.

(7)

Reporting Owners 3

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On November 21, 2016, the Company awarded 10,000 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.

On November 20, 2017, the Company awarded 9,000 stock options under the Company's 2012 Stock Incentive and Award Plan. The options vest in 4 equal annual installments beginning on November 20, 2018. 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.