

PEET SHELLY

Form 4

November 28, 2018

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 *
PEET SHELLY

(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)
11/26/2018

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)
Common Stock	11/26/2018		A	800 A \$ 0	28,070	D ⁽¹⁾	
Common Stock	11/26/2018		A	1,500 A \$ 0	29,693	D ⁽²⁾	
Common Stock					6	I ⁽³⁾	By Company ESOP Plan

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

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information contained in this form are not
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SEC 1474
(9-02)

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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	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Options (right to buy)	\$ 43.32							(4)	12/07/2020	Common Stock	5,600
Employee Stock Options (right to buy)	\$ 43.73							(4)	11/28/2021	Common Stock	6,000
Employee Stock Options (right to buy)	\$ 61.59							(4)	11/28/2022	Common Stock	5,000
Employee Stock Options (right to buy)	\$ 71.75							(4)	11/25/2023	Common Stock	5,200
Employee Stock Options (right to buy)	\$ 79.66							(4)	11/24/2024	Common Stock	5,800
Employee Stock Options (right to buy)	\$ 70.91							(5)	11/23/2025	Common Stock	9,100

Employee Stock Options (right to buy)	\$ 107.65				<u>(6)</u>	11/21/2016	Common Stock	6,600
Employee Stock Options (right to buy)	\$ 127.67				<u>(7)</u>	11/20/2027	Common Stock	6,500
Employee Stock Option (right to buy)	\$ 124.9	11/26/2018	A	6,100	<u>(8)</u>	11/26/2028	Common Stock	6,100

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
PEET SHELLY 28601 CLEMENS ROAD WESTLAKE, OH 44145			Vice President	

Signatures

Gina A. Beredo,
Attorney-in-Fact

11/28/2018

__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).

- (1) On November 26, 2018, the Company awarded 800 restricted shares under the Company's 2012 Stock Incentive and Award Plan. One-third of the restricted shares will vest on each of November 26, 2019, 2020 and 2021.

On November 26, 2018, the Company awarded 1,500 performance shares under the Company's 2012 Stock Incentive and Award Plan, which represent the right to receive shares contingent upon the achievement of performance measures over a 3-year performance period.

- (2) Shares that are earned upon the attainment of the applicable performance targets settle in January 2022. The ultimate number of shares earned is subject to adjustment based on actual performance. The holdings include 123 shares acquired through dividend payments and participation in the Company's Dividend Reinvestment Plan and are net of shares previously withheld or sold to cover withholding taxes.

- (3) Represents the number of shares attributable to the reporting person's participation in the Company's Employee Stock Ownership Plan, exempt pursuant to Rule 16b-3(c).

- (4) All such options have fully vested.

On November 23, 2015, the Company awarded 9,100 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.

- (6) On November 21, 2016, the Company awarded 6,600 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

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exercisable upon vesting.

- (7) On November 20, 2017, the Company awarded 6,500 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.

- (8) On November 26, 2018, the Company awarded 6,100 stock options under the Company's 2012 Stock Incentive and Award Plan. The options vest in 4 equal annual installments beginning on November 26, 2019. The vested portion 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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