

Pembroke Jeffrey A  
Form 4  
December 04, 2018

**FORM 4** UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Pembroke Jeffrey A

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

\_\_\_\_ Director  
\_\_\_\_ Officer (give title below) \_\_\_\_\_ 10% Owner  
\_\_\_\_ Other (specify below)  
Executive Vice President

(Last) (First) (Middle)  
C/O NORDSON CORPORATION, 28601 CLEMENS ROAD

3. Date of Earliest Transaction (Month/Day/Year)  
11/30/2018

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

WESTLAKE, OH 44145

(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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
|                                 |                                      |  |                                | (A) or (D)  | Price   |  |   |
| Common Stock                    | 11/30/2018                           |  | F                              | 85  | D \$ 120.41   | 12,323   | D <sup>(1)</sup>                                      |
| Common Stock                    | 11/30/2018                           |  | F                              | 102   | D \$ 120.41   | 12,221   | D <sup>(2)</sup>                                      |
| Common Stock                    |                                      |  |                                |   |   | 3  | I<br>By Company ESOP Plan <sup>(3)</sup>              |
| Common Stock                    |                                      |  |                                |   |   | 139  | I<br>By Company                                       |

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Savings  
Plan <sup>(4)</sup>

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)      | \$ 71.75   |                                      |  |                                |   | <sup>(5)</sup>   | 11/25/2023  | Common Stock  | 3,200                      |
| Employee Stock Options (right to buy)      | \$ 79.66   |                                      |  |                                |   | <sup>(5)</sup>   | 11/24/2024  | Common Stock  | 3,800                      |
| Employee Stock Options (right to buy)      | \$ 70.91   |                                      |  |                                |   | <sup>(6)</sup>   | 11/23/2025  | Common Stock  | 7,200                      |
| Employee Stock Options (right to buy)      | \$ 107.65  |                                      |  |                                |   | <sup>(7)</sup>   | 11/21/2026  | Common Stock  | 6,500                      |
| Employee Stock                             | \$ 127.67  |                                      |  |                                |   | <sup>(8)</sup>   | 11/20/2027  | Common Stock  | 8,400                      |



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On November 26, 2018 the Company awarded 8,300 stock options under the Company's 2012 Stock Incentive Award Plan. The options  
(9) vest in 4 equal annual installments beginning on November 26, 2019. 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.  
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