

NORDSON CORP
Form 3
December 02, 2015

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 *

Â Pembroke Jeffrey A
(Last) (First) (Middle)

C/O NORDSON CORPORATION,Â 28601 CLEMENS ROAD

(Street)

WESTLAKE,Â OHÂ 44145

(City) (State) (Zip)

2. Date of Event Requiring Statement

(Month/Day/Year)
11/24/2015

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

4. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

5. 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

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)

2. Amount of Securities Beneficially Owned (Instr. 4)

3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)

4. Nature of Indirect Beneficial Ownership (Instr. 5)

Common Stock

900

D Â

Common Stock

1

I By Company ESOP Plan ⁽¹⁾

Common Stock

137

I By Company Saving Plan ⁽²⁾

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

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Employee Stock Options (right to buy)	Â <u>(3)</u>	12/07/2020	Common Stock	800	\$ 43.32	D	Â
Employee Stock Options (right to buy)	Â <u>(4)</u>	11/28/2021	Common Stock	1,800	\$ 43.73	D	Â
Employee Stock Options (right to buy)	Â <u>(5)</u>	11/28/2022	Common Stock	2,775	\$ 61.59	D	Â
Employee Stock Options (right to buy)	Â <u>(6)</u>	11/25/2023	Common Stock	3,200	\$ 71.75	D	Â
Employee Stock Options (right to buy)	Â <u>(7)</u>	11/24/2024	Common Stock	3,800	\$ 79.66	D	Â
Employee Stock Options (right to buy)	Â <u>(8)</u>	11/23/2025	Common Stock	7,200	\$ 70.91	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Pembroke Jeffrey A C/O NORDSON CORPORATION 28601 CLEMENS ROAD WESTLAKE, OH 44145	Â	Â	Â Vice President	Â

Signatures

Robert E. Veillette,
Attorney-in-Fact

12/02/2015

__Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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) 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). The reporting person disclaims beneficial ownership of these securities.
 - (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). The reporting person disclaims beneficial ownership of these securities.
- On December 7, 2010, the Company awarded 4,000 stock options under the Company's Long-Term Performance Plan. The options vest in 5 equal annual installments beginning on December 7, 2011. The vested portions of such options will become exercisable upon vesting. The holdings are net of vested options that were exercised.
- (3) All such options have fully vested.
 - (4) All such options have fully vested.

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(5) On November 28, 2012, the Company awarded 3,700 stock options under the Company's Long-Term Performance Plan. The options vest in 4 equal annual installments beginning on November 28, 2013. The vested portions of such options will become exercisable upon vesting. The holdings are net of vested options that were exercised.

(6) On November 25, 2013, the Company awarded 3,200 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.

(7) On November 24, 2014, the Company awarded 3,800 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.

(8) On November 23, 2015, the Company awarded 7,200 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.

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.