

NORDSON CORP
Form 4
June 01, 2016

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 *
Pembroke Jeffrey A

(Last) (First) (Middle)

C/O NORDSON CORPORATION, 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)
05/27/2016

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 below) _____ Other (specify below)
Vice President

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 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 (A) or (D) Price | | | |
| Common Stock | 05/27/2016 | | M | 800 A \$ 43.32 | 2,677 | D | |
| Common Stock | 05/27/2016 | | S | 800 D \$ 89 | 1,877 | D ⁽¹⁾ | |
| Common Stock | 05/27/2016 | | M | 1,800 A \$ 43.73 | 3,677 | D | |
| Common Stock | 05/27/2016 | | S | 1,800 D \$ 89 | 1,880 | D ⁽²⁾ | |
| Common Stock | | | | | 2 | I | By Company |

| | | | |
|-----------------|-----|---|--|
| Common Stock | 138 | I | ESOP Plan (3) By Company Savings Plan (4) |
|-----------------|-----|---|--|

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 D S (1 | | | |
|---|---|---|---|---|---|--|---|---------------------|--------------------|-----------------|--|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Employee Stock Options (right to buy) | \$ 43.32 | 05/27/2016 | | M | | 800 | | (5) | 12/07/2020 | Common Stock | 800 |
| Employee Stock Options (right to buy) | \$ 43.73 | 05/27/2016 | | M | | 1,800 | | (5) | 11/28/2021 | Common Stock | 1,800 |
| Employee Stock Options (right to buy) | \$ 61.59 | | | | | | | (6) | 11/28/2022 | Common Stock | 2,775 |
| Employee Stock Options (right to buy) | \$ 71.75 | | | | | | | (7) | 11/25/2023 | Common Stock | 3,200 |

| | | | | | |
|---|----------|-----|------------|-----------------|-------|
| Employee Stock Options (right to buy) | \$ 79.66 | (8) | 11/24/2024 | Common Stock | 3,800 |
| Employee Stock Options (right to buy) | \$ 70.91 | (9) | 11/23/2025 | Common Stock | 7,200 |

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 | | | Vice President | |

Signatures

Robert E. Veillette,
Attorney-in-Fact

06/01/2016

**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) Exercise of reporting person's stock options of which shares were sold to pay the exercise price, to cover withholding taxes, and to pay broker fees and commissions, pursuant to a broker-assisted cashless exercise and sale.
- (2) Exercise of reporting person's stock options of which shares were sold to pay the exercise price, to cover withholding taxes, and to pay broker fees and commissions, pursuant to a broker-assisted cashless exercise and sale. The holdings include 3 shares acquired through 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). The reporting person disclaims beneficial ownership of these securities.
- (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). The reporting person disclaims beneficial ownership of these securities.
- (5) All such options have fully vested.
- (6) On November 28, 2012, the Company granted 3,700 stock options under the Company's 2012 Stock Incentive and Award 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.
- (7) 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.
- (8) 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.

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On November 23, 2015, the Company awarded 7,200 stock options under the Company's 2012 Stock Incentive and Award Plan. The (9) 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.