

Beredo Gina A.
Form 4
April 08, 2019

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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 *
Beredo Gina A.

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
28601 CLEMENS ROAD
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
04/04/2019

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Exec. VP, Gen. Counsel & Sec.

WESTLAKE, OH 44145
(City) (State) (Zip)

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

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	04/04/2019		M		700	A	\$ 71.75
Common Stock	04/04/2019		S		700 ⁽¹⁾	D	\$ 137.26
Common Stock					281 ⁽²⁾	I	

By
Company
Savings
Plan

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

SEC 1474
(9-02)

required to respond unless the form displays a currently valid OMB control number.

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. Fair Market 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	04/04/2019		M	700	<u>(3)</u>	11/25/2023	Common Stock	1,300
Employee Stock Options (right to buy)	\$ 79.66					<u>(3)</u>	11/24/2024	Common Stock	1,400
Employee Stock Options (right to buy)	\$ 70.91					<u>(4)</u>	11/23/2025	Common Stock	2,100
Employee Stock Options (right to buy)	\$ 107.65					<u>(5)</u>	11/21/2026	Common Stock	1,900
Employee Stock Options (right to buy)	\$ 127.67					<u>(6)</u>	11/20/2027	Common Stock	4,400
Employee Stock Options	\$ 124.9					<u>(7)</u>	11/26/2028	Common Stock	5,100

(right to
buy)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Beredo Gina A. 28601 CLEMENS ROAD WESTLAKE, OH 44145			Exec. VP, Gen. Counsel & Sec.	

Signatures

Gina A. Beredo 04/08/2019

**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 that would otherwise expire November 25, 2023, 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) Represents the number of shares attributable to the reporting person's participation in the Company Savings Plan, exempt pursuant to Rule 16b-3(c).
 - (3) All such options have fully vested.
 - (4) The options vest in 4 equal annual installments beginning on November 23, 2016.
 - (5) The options vest in 4 equal annual installments beginning on November 21, 2017.
 - (6) The options vest in 4 equal annual installments beginning on November 20, 2018.
 - (7) The options vest in 4 equal annual installments beginning on November 26, 2019.

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.