

NORDSON CORP
Form 4
January 07, 2014

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 *
VEILLETTE ROBERT E

(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)
01/03/2014

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)
VP, General Counsel & Sec

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | | (A) or (D) Code V Amount (D) Price | | | |
| Common Shares | 01/03/2014 | | A ⁽¹⁾ | 4,800 A \$ 0 | 13,675 ⁽²⁾ | D | |
| Common Shares | 01/03/2014 | | F | 593 D \$ 73.77 | 13,082 ⁽²⁾ | D | |
| Common Shares | 01/03/2014 | | D ⁽³⁾ | 3,360 D ⁽³⁾ | 9,722 ⁽²⁾ | D | |
| Common Shares | | | | | 2,528 ⁽⁴⁾ | I | Company ESOP and 401(k) Plan |

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equivalent units under the Amended and Restated 2005 Deferred Compensation Plan. As a result, the reporting person is reporting the disposition of 3,360 shares of common stock in exchange for an equal number of share equivalent units.

(4) Balance as of December 27, 2013.

Share equivalent units acquired through deferral of performance shares awarded under Amended and Restated 2004 Long Term

(5) Performance Plan. Deferrals are made to the Nordson Stock Measurement Fund of the Amended and Restated 2005 Deferred Compensation Plan. Share equivalent units are settled in common shares at reporting person's termination of employment or retirement subject to delayed distribution rules of Internal Revenue Code Section 409(A).

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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