

NORDSON CORP
Form 4
March 10, 2017

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 *
KEANE JOHN J

(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)
03/09/2017

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)
Senior 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 Ownership (Instr. 4)
				(A) or (D)	Price		
Common Stock	03/09/2017		M	21,000	A \$ 27.26	81,086	D
Common Stock	03/09/2017		S	21,000	D \$ 123.81	60,086	D ⁽²⁾
Common Stock	03/10/2017		M	2,600	A \$ 27.26	62,686	D
Common Stock	03/10/2017		S	2,600	D \$ 124.41	60,086	D ⁽⁴⁾
					889	I	

Common
Stock

By
Company
ESOP Plan
(5)

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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Employee Stock Options (right to buy)	\$ 27.26	03/09/2017		M	21,000	<u>(6)</u> 12/03/2019	Common Stock 23,600
Employee Stock Options (right to buy)	\$ 27.26	03/10/2017		M	2,600	<u>(6)</u> 12/03/2019	Common Stock 2,600
Employee Stock Options (right to buy)	\$ 43.32					<u>(6)</u> 12/07/2020	Common Stock 16,000
Employee Stock Options (right to buy)	\$ 43.73					<u>(6)</u> 11/28/2021	Common Stock 16,000
Employee Stock Options	\$ 61.59					<u>(6)</u> 11/28/2022	Common Stock 11,900

<p>(right to buy)</p> <p>Employee Stock Options \$ 71.75</p> <p>(right to buy)</p>	<p><u>(7)</u></p>	<p>11/25/2023</p>	<p>Common Stock</p>	<p>11,500</p>
<p>Employee Stock Options \$ 79.66</p> <p>(right to buy)</p>	<p><u>(8)</u></p>	<p>11/24/2024</p>	<p>Common Stock</p>	<p>12,500</p>
<p>Employee Stock Options \$ 70.91</p> <p>(right to buy)</p>	<p><u>(9)</u></p>	<p>11/23/2025</p>	<p>Common Stock</p>	<p>17,200</p>
<p>Employee Stock Options \$ 107.65</p> <p>(right to buy)</p>	<p><u>(10)</u></p>	<p>11/21/2026</p>	<p>Common Stock</p>	<p>14,000</p>

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
<p>KEANE JOHN J 28601 CLEMENS ROAD WESTLAKE, OH 44145</p>			Senior Vice President	

Signatures

<p>Robert E. Veillette, Attorney-In-Fact</p>	<p>03/10/2017</p>
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**Signature of Reporting Person	Date
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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) Price reflected is the weighted-average sale price for shares sold. The shares were sold in multiple transactions, and the range of sale prices for the transactions reported was \$123.52 to \$124.00. The reporting person undertakes to provide to the issuer, any security holder of the issuer, or any staff member of the Securities and Exchange Commission, upon request, information regarding the number of shares sold at each separate price.
 - (2) Exercise of reporting person's stock options that would otherwise expire December 3, 2019, 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.

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- (3) Price reflected is the weighted-average sale price for shares sold. The shares were sold in multiple transactions, and the range of sale prices for the transactions reported was \$124.37 to \$124.59. The reporting person undertakes to provide to the issuer, any security holder of the issuer, or any staff member of the Securities and Exchange Commission, upon request, information regarding the number of shares sold at each separate price.
- (4) Exercise of reporting person's stock options that would otherwise expire December 3, 2019, 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 are net of shares previously withheld or sold to cover withholding taxes.
- (5) 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).
- (6) All such options have fully vested.
- (7) On November 25, 2013, the Company awarded 11,500 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 12,500 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.
- (9) On November 23, 2015, the Company awarded 17,200 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.
- (10) On November 21, 2016, the Company awarded 14,000 stock options under the Company's 2012 Stock Incentive and Award Plan. The options vest in 4 equal annual installments beginning on November 21, 2017. 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.