

NORDSON CORP
Form 4
September 30, 2013

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 *
PEET SHELLY

(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)
09/26/2013

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 Ownership Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V Amount (A) or (D) Price | | | Company |
| Common Shares | | | | | 1,410 ⁽¹⁾ | I | ESOP and 401(k) Plan |
| Common Shares | 09/26/2013 | | G | V 10 D \$ 0 | 8,600 ⁽²⁾ | D | |
| Common Shares | 09/26/2013 | | M | 400 A \$ 24.46 | 9,000 ⁽²⁾ | D | |
| Common Shares | 09/26/2013 | | M | 2,000 A \$ 27.81 | 11,000 ⁽²⁾ | D | |
| | 09/26/2013 | | M | 5,000 A | 16,000 ⁽²⁾ | D | |

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| | | | | | | | |
|---------------|------------|--|---|-------|---|----------|-------------------------|
| Common Shares | | | | | | \$ 14.37 | |
| Common Shares | 09/26/2013 | | M | 3,600 | A | \$ 26.46 | 19,600 ⁽²⁾ D |
| Common Shares | 09/26/2013 | | F | 8,689 | D | \$ 74 | 10,911 ⁽²⁾ D |

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 |
| Share Equivalent Units | ⁽³⁾ | 09/26/2013 | | J | 32 ⁽⁴⁾ | ⁽³⁾ ⁽³⁾ | Common Shares 32 ⁽⁴⁾ |
| Employee Stock Option (right to buy) | \$ 24.46 | 09/26/2013 | | M | 400 | 12/06/2010 12/06/2016 | Common Shares 400 |
| Employee Stock Option (right to buy) | \$ 27.81 | 09/26/2013 | | M | 2,000 | 02/20/2011 02/20/2017 | Common Shares 2,000 |
| Employee Stock Option (right to buy) | \$ 14.37 | 09/26/2013 | | M | 5,000 | 12/04/2012 12/04/2018 | Common Shares 5,000 |
| Employee Stock Option | \$ 26.46 | 09/26/2013 | | M | 3,600 | 12/05/2011 12/05/2017 | Common Shares 3,600 |

Stock
Option
(right to
buy)

Shares

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|----------------|-------|
| | Director | 10% Owner | Officer | Other |
| PEET SHELLY 28601 CLEMENS ROAD WESTLAKE, OH 44145 | | | Vice President | |

Signatures

Robert E. Veillette,
Attorney-In-Fact

09/30/2013

__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) Balance as of September 10, 2013.
- (2) Includes 334 shares acquired through participation in the Company's Dividend Reinvestment Plan.
Share Equivalent Units acquired through deferral of performance shares awarded under Amended and Restated 2004 Long Term Performance Plan. Deferrals are made to the Nordson Stock Measurement Fund of the Amended and Restated 2005 Deferred Compensation Plan. 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).
- (3) Share Equivalent Units accrued through dividend payment.
- (4) Share Equivalent Units accrued through dividend payment.

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