

NORDSON CORP
 Form 4
 November 28, 2016

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2015
 Estimated average burden hours per response... 0.5

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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 *
 Hilton Michael F

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)
 11/23/2016

____ Director _____ 10% Owner
 ____ Officer (give title below) ____ Other (specify below)
 President & CEO

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	11/23/2016		F	1,440 D \$ 109.14	172,652	D ⁽¹⁾	
Common Stock	11/24/2016		F	1,174 D \$ 109.95	171,478	D ⁽²⁾	
Common Stock	11/25/2016		F	1,143 D \$ 109.95	170,335	D ⁽³⁾	

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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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. Price or 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)	\$ 30.7					<u>(4)</u>	01/16/2020	Common Stock	69,218
Employee Stock Options (right to buy)	\$ 43.32					<u>(4)</u>	12/07/2020	Common Stock	50,000
Employee Stock Options (right to buy)	\$ 43.73					<u>(4)</u>	11/28/2021	Common Stock	55,000
Employee Stock Options (right to buy)	\$ 61.59					<u>(4)</u>	11/28/2022	Common Stock	43,000
Employee Stock Options (right to buy)	\$ 71.75					<u>(5)</u>	11/25/2023	Common Stock	42,700
Employee Stock Options (right to buy)	\$ 79.66					<u>(6)</u>	11/24/2024	Common Stock	49,100

Employee Stock Options (right to buy)	\$ 70.91	(7)	11/23/2025	Common Stock	72,800
Employee Stock Options (right to buy)	\$ 107.65	(8)	11/21/2026	Common Stock	60,400

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Hilton Michael F 28601 CLEMENS ROAD WESTLAKE, OH 44145			President & CEO	

Signatures

Robert E. Veillette,
Attorney-In-Fact

11/28/2016

__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) On November 23, 2015, the Company awarded 9,200 restricted shares under the Company's 2012 Stock Incentive and Award Plan. One-third of the restricted shares vested on November 23, 2016, and one-third will vest on each of November 23, 2017 and 2018. 1,440 of the 3,066 shares that vested November 23, 2016 were withheld to cover withholding taxes due upon vesting. The holdings are net of shares previously withheld or sold to cover withholding taxes.
- (2) On November 24, 2014, the Company awarded 7,500 restricted shares under the Company's 2012 Stock Incentive and Award Plan. One-third of the restricted shares vested on each of November 24, 2015 and 2016, and one-third will vest on November 24, 2017. 1,174 of the 2,500 shares that vested November 24, 2016 were withheld to cover withholding taxes due upon vesting. The holdings are net of shares previously withheld or sold to cover withholding taxes.
- (3) On November 25, 2013, the Company awarded 7,300 restricted shares under the Company's 2012 Stock Incentive and Award Plan. One-third of the restricted shares vested on each of November 25, 2014, 2015, and 2016. 1,143 of the 2,434 shares that vested November 25, 2016 were withheld to cover withholding taxes due upon vesting. The holdings are net of shares previously withheld or sold to cover withholding taxes.
- (4) All such options have fully vested.
- (5) On November 25, 2013, the Company awarded 42,700 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.
- (6) On November 24, 2014, the Company awarded 49,100 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.
- (7) On November 23, 2015, the Company awarded 72,800 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

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exercisable upon vesting.

- On November 21, 2016, the Company awarded 60,400 stock options under the Company's 2012 Stock Incentive and Award Plan. The
- (8) 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.