NORDSON CORP Form 4

January 05, 2017

## FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

2. Issuer Name and Ticker or Trading

OMB Number:

**OMB APPROVAL** 

3235-0287

Expires:

5. Relationship of Reporting Person(s) to

January 31, 2005

0.5

Estimated average burden hours per

response...

if no longer subject to Section 16. Form 4 or Form 5 obligations may continue.

See Instruction

Check this box

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 \*

1(b).

MERK GREGORY P			Symbol NORD	SON CO	RP [NDS	SN]	6	(Check all applicable)			
(Last) (First) (Middle) 28601 CLEMENS ROAD				Day/Year)	ransaction		(Check all applicable)  Director 10% Owner Officer (give title Other (specify below) Senior Vice President  6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person Person				
WESTLAK		endment, D nth/Day/Yea	ate Origina ar)	al							
(City)	(State)	(Zip)	Tab	le I - Non-	Derivative	Secu	rities Acqu	uired, Disposed of	f, or Beneficia	ally Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)		n Date, if	3. Transactic Code (Instr. 8)	4. Securi on(A) or Di (Instr. 3,	spose	d of (D)	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)	
Common Stock	01/03/2017			F	1,491	D	\$ 113.42	46,092	D (1)		
Common Stock								360	I	By Company Savings	

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

Plan (2)

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# $\label{thm:convergence} \begin{tabular}{ll} Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned \\ (\emph{e.g.}, puts, calls, warrants, options, convertible securities) \\ \end{tabular}$

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. Transactic Code (Instr. 8)	5. onNumber 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. Pri Deriv Secu (Instr
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Employee Stock Options (right to buy)	\$ 27.26					<u>(3)</u>	12/03/2019	Common Stock	12,200	
Employee Stock Options (right to buy)	\$ 43.32					(3)	12/07/2020	Common Stock	9,000	
Employee Stock Options (right to buy)	\$ 43.73					(3)	11/28/2021	Common Stock	10,000	
Employee Stock Options (right to buy)	\$ 61.59					(3)	11/28/2022	Common Stock	7,600	
Employee Stock Options (right to buy)	\$ 71.75					<u>(4)</u>	11/25/2023	Common Stock	7,600	
Employee Stock Options (right to buy)	\$ 79.66					<u>(5)</u>	11/24/2024	Common Stock	8,300	
Employee Stock	\$ 70.91					<u>(6)</u>	11/23/2025	Common Stock	13,400	

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**Options** (right to

buy)

Employee

Stock **Options** 

\$ 107.65

(7) 11/21/2026 Common 10,000 Stock

(right to buy)

## **Reporting Owners**

Relationships Reporting Owner Name / Address

> 10% Owner Officer Other Director

MERK GREGORY P 28601 CLEMENS ROAD WESTLAKE, OH 44145

Senior Vice President

## **Signatures**

Robert E. Veillette, Attorney-In-Fact

01/05/2017

\*\*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).
- Shares withheld to cover withholding taxes due upon settlement of the performance share units that were reported on December 2, 2016.
- (1) The net holdings include 6 shares acquired through dividend payments and participation in the Company's Dividend Reinvestment Plan and are net of shares previously withheld or sold to cover withholding taxes.
- Represents the number of shares attributable to the reporting person's participation in the Company's Savings Plan, exempt pursuant to **(2)** Rule 16b-3(c).
- (3) All such options have fully vested.
- On November 25, 2013, the Company awarded 7,600 stock options under the Company's 2012 Stock Incentive and Award Plan. The
- (4) options vest in 4 equal annual installments beginning on November 25, 2014. The vested portions of such options will become exercisable upon vesting.
- On November 24, 2014, the Company awarded 8,300 stock options under the Company's 2012 Stock Incentive and Award Plan. The (5) options vest in 4 equal annual installments beginning on November 24, 2015. The vested portions of such options will become exercisable upon vesting.
- On November 23, 2015, the Company awarded 13,400 stock options under the Company's 2012 Stock Incentive and Award Plan. The (6) options vest in 4 equal annual installments beginning on November 23, 2016. The vested portions of such options will become exercisable upon vesting.
- On November 21, 2016, the Company awarded 10,000 stock options under the Company's 2012 Stock Incentive and Award Plan. The (7) 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.

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