

NORDSON CORP  
Form 4  
May 31, 2016

**FORM 4**

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

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

## OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Hilton Michael F

(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)  
05/26/2016

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 \_\_\_\_ Other (specify  
below) below)

President &amp; CEO

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<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired<br>(A) or Disposed of<br>(D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|----------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|-------------------------------------------------------------------|
| Common<br>Stock                       | 05/26/2016                              |                                                             | S                                    | 4,949 D                                                                    | \$<br>87.5                                                                                                         | 151,082                                                              | D <sup>(1)</sup>                                                  |

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

**Persons who respond to the collection of  
information contained in this form are not  
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SEC 1474  
(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

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| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4.<br>Transaction<br>Code<br>(Instr. 8) | 5.<br>Number<br>of<br>Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed<br>of (D)<br>(Instr. 3,<br>4, and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) |                    | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) |                                     | 8. Pri<br>Deriv<br>Secur<br>(Instr |
|-----------------------------------------------------|-----------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|-----------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|--------------------|---------------------------------------------------------------------|-------------------------------------|------------------------------------|
|                                                     |                                                                       |                                         |                                                             | Code                                    | V (A) (D)                                                                                                             | Date<br>Exercisable                                            | Expiration<br>Date | Title                                                               | Amount<br>or<br>Number<br>of Shares |                                    |
| Employee<br>Stock<br>Options<br>(right to<br>buy)   | \$ 30.7                                                               |                                         |                                                             |                                         |                                                                                                                       | <u>(2)</u>                                                     | 01/16/2020         | Common<br>Stock                                                     | 69,218                              |                                    |
| Employee<br>Stock<br>Options<br>(right to<br>buy)   | \$ 43.32                                                              |                                         |                                                             |                                         |                                                                                                                       | <u>(2)</u>                                                     | 12/07/2020         | Common<br>Stock                                                     | 50,000                              |                                    |
| Employee<br>Stock<br>Options<br>(right to<br>buy)   | \$ 43.73                                                              |                                         |                                                             |                                         |                                                                                                                       | <u>(2)</u>                                                     | 11/28/2021         | Common<br>Stock                                                     | 55,000                              |                                    |
| Employee<br>Stock<br>Options<br>(right to<br>buy)   | \$ 61.59                                                              |                                         |                                                             |                                         |                                                                                                                       | <u>(3)</u>                                                     | 11/28/2022         | Common<br>Stock                                                     | 43,000                              |                                    |
| Employee<br>Stock<br>Options<br>(right to<br>buy)   | \$ 71.75                                                              |                                         |                                                             |                                         |                                                                                                                       | <u>(4)</u>                                                     | 11/25/2023         | Common<br>Stock                                                     | 42,700                              |                                    |
| Employee<br>Stock<br>Options<br>(right to<br>buy)   | \$ 79.66                                                              |                                         |                                                             |                                         |                                                                                                                       | <u>(5)</u>                                                     | 11/24/2024         | Common<br>Stock                                                     | 49,100                              |                                    |
| Employee<br>Stock<br>Options<br>(right to           | \$ 70.91                                                              |                                         |                                                             |                                         |                                                                                                                       | <u>(6)</u>                                                     | 11/23/2025         | Common<br>Stock                                                     | 72,800                              |                                    |

buy)

## Reporting Owners

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

## Signatures

|                                          |            |
|------------------------------------------|------------|
| Robert E. Veillette,<br>Attorney-In-Fact | 05/31/2016 |
|------------------------------------------|------------|

\*\*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) The holdings include 780 shares acquired through dividend payments and are net of shares previously withheld or sold to cover withholding taxes.

(2) All such options have fully vested.

(3) On November 28, 2012, the Company awarded 43,000 stock options under the Company's Long-Term Performance Plan. The options vest in 4 equal annual installments beginning on November 28, 2013. The vested portions of such options will become exercisable upon vesting.

(4) 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.

(5) 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.

(6) 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 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.

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