

DeVries James E  
Form 4  
November 27, 2017

# FORM 4

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

OMB APPROVAL

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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 \*  
DeVries James E

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)

3. Date of Earliest Transaction (Month/Day/Year)  
11/23/2017

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
\_\_\_\_ Officer (give title below) \_\_\_\_\_ Other (specify below)

Vice President

28601 CLEMENS ROAD

(Street)

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

WESTLAKE, OH 44145

(City) (State) (Zip)

### 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                    | 11/23/2017                           |                                                    | F                              |                                                                   | 176                                                                                           | D                                                        | \$ 128.29                                             |
| Common Stock                    | 11/24/2017                           |                                                    | F                              |                                                                   | 144                                                                                           | D                                                        | \$ 126.26                                             |
| Common Stock                    |                                      |                                                    |                                |                                                                   | 2,861                                                                                         | I                                                        |                                                       |

By  
Company  
ESOP Plan  
(3)

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

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SEC 1474 (9-02)

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**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)      | \$ 14.37                                               |                                      |                                                    |                                |                                                                                         | (4)                                                      | 12/04/2018                                                    | Common Stock                                                | 5,800                      |
| Employee Stock Options (right to buy)      | \$ 27.26                                               |                                      |                                                    |                                |                                                                                         | (4)                                                      | 12/03/2019                                                    | Common Stock                                                | 3,500                      |
| Employee Stock Options (right to buy)      | \$ 43.32                                               |                                      |                                                    |                                |                                                                                         | (4)                                                      | 12/07/2020                                                    | Common Stock                                                | 4,000                      |
| Employee Stock Options (right to buy)      | \$ 43.73                                               |                                      |                                                    |                                |                                                                                         | (4)                                                      | 11/28/2021                                                    | Common Stock                                                | 6,000                      |
| Employee Stock Options (right to buy)      | \$ 61.59                                               |                                      |                                                    |                                |                                                                                         | (4)                                                      | 11/28/2022                                                    | Common Stock                                                | 4,500                      |
| Employee Stock Options                     | \$ 71.75                                               |                                      |                                                    |                                |                                                                                         | (4)                                                      | 11/25/2023                                                    | Common Stock                                                | 5,200                      |

|                                       |           |     |            |              |       |
|---------------------------------------|-----------|-----|------------|--------------|-------|
| (right to buy)                        |           |     |            |              |       |
| Employee Stock Options (right to buy) | \$ 79.66  | (5) | 11/24/2024 | Common Stock | 5,800 |
| Employee Stock Options (right to buy) | \$ 70.91  | (6) | 11/23/2025 | Common Stock | 9,100 |
| Employee Stock Options (right to buy) | \$ 107.65 | (7) | 11/21/2026 | Common Stock | 6,600 |
| Employee Stock Options (right to buy) | \$ 127.67 | (8) | 11/20/2027 | Common Stock | 6,500 |

## Reporting Owners

| Reporting Owner Name / Address                              | Relationships |           |                |       |
|-------------------------------------------------------------|---------------|-----------|----------------|-------|
|                                                             | Director      | 10% Owner | Officer        | Other |
| DeVries James E<br>28601 CLEMENS ROAD<br>WESTLAKE, OH 44145 |               |           | Vice President |       |

## Signatures

Robert E. Veillette,  
Attorney-In-Fact

11/27/2017

\_\_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).

(1) On November 23, 2015, the Company awarded 1,100 restricted shares under the Company's 2012 Stock Incentive and Award Plan. One-third of the restricted shares vested on each of November 23, 2016 and 2017, and one-third will vest on November 23, 2018. 176 of the 366 shares that vested November 23, 2017 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 900 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, 2016, and 2017. 144 of the 300 shares that vested November 24, 2017 were withheld to cover withholding taxes due upon vesting. The holdings are net of shares previously withheld or sold to cover withholding taxes.

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(3) Represents the number of shares attributable to the reporting person's participation in the Company Stock Fund of the Nordson Employee Stock Ownership Plan, exempt pursuant to Rule 16b-3(c).

(4) All such options have fully vested.

On November 24, 2014, the Company awarded 5,800 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.

On November 23, 2015, the Company awarded 9,100 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.

On November 21, 2016, the Company awarded 6,600 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.

On November 20, 2017, the Company awarded 6,500 stock options under the Company's 2012 Stock Incentive and Award Plan. The options vest in 4 equal annual installments beginning on November 20, 2018. 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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