

NORDSON CORP
Form 4
October 09, 2015

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 *
THAXTON GREGORY A

(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)
10/07/2015

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)
Senior Vice President, CFO

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 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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | | (A) or (D) Code V Amount Price | | | |
| Common Shares | 10/07/2015 | | M | 5,625 A \$ 14.37 | 19,447 | D | (1) |
| Common Shares | 10/07/2015 | | S | 5,625 D \$ 67.72 | 13,822 | D | (1) (2) |
| Common Shares | 04/07/2015 | | G V | 66 D \$ 0 | 13,756 | D | (3) |
| Common Shares | | | | | 5,671 | I | Company ESOP and 401(k) Plans (5) |

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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 Unit | \$ 0 | 10/07/2015 ⁽⁴⁾ | | J | V 314 ⁽⁴⁾ | ⁽⁵⁾ | ⁽⁵⁾ | Common Shares | 314 |
| Employee Stock Option (right to buy) | \$ 26.46 | | | | | ⁽⁶⁾ | 12/05/2017 | Common Shares | 4,800 |
| Employee Stock Option (right to buy) | \$ 14.37 | 10/07/2015 | | M | 5,625 | ⁽⁶⁾ | 12/04/2018 | Common Shares | 13,100 |
| Employee Stock Option (right to buy) | \$ 27.26 | | | | | ⁽⁶⁾ | 12/03/2019 | Common Shares | 11,250 |
| Employee Stock Option (right to buy) | \$ 43.32 | | | | | ⁽⁶⁾ | 12/07/2020 | Common Shares | 11,400 |
| Employee Stock Option (right to buy) | \$ 43.73 | | | | | ⁽⁷⁾ | 11/28/2021 | Common Shares | 13,000 |

| | | | | | |
|--|----------|-------------|------------|------------------|--------|
| Employee Stock Option (right to buy) | \$ 61.59 | <u>(8)</u> | 11/28/2022 | Common Shares | 11,000 |
| Employee Stock Option (right to buy) | \$ 71.75 | <u>(9)</u> | 11/25/2023 | Common Shares | 11,000 |
| Employee Stock Option (right to buy) | \$ 79.66 | <u>(10)</u> | 11/24/2024 | Common Shares | 12,200 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|----------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| THAXTON GREGORY A 28601 CLEMENS ROAD WESTLAKE, OH 44145 | | | Senior Vice President, CFO | |

Signatures

Robert E. Veillette,
Attorney-In-Fact

10/09/2015

**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) Exercise of reporting person's stock options of which shares were sold to pay the exercise price, to cover withholding taxes, and to pay broker fees and commissions, pursuant to a broker-assisted cashless exercise. The holdings are net of shares previously withheld or sold to cover withholding taxes.

(2) Price reflected is the weighted-average sale price for shares sold. The shares were sold in multiple transactions, and the range of sale prices for the transactions reported was \$67.52 to \$67.85. The reporting person undertakes to provide to the issuer, any security holder of the issuer, or any staff member of the Securities and Exchange Commission, upon request, information regarding the number of shares sold at each separate price. The holdings are net of shares previously withheld or sold to cover withholding taxes.

(3) On April 7, 2015, the reporting person made a gift of 66 shares. For tax purposes, the value date of the shares delivered is April 7, 2015.

(4) Share equivalent units accrued through dividend payments.

(5) Share equivalent units acquired through deferral of performance shares awarded under the 2012 Stock Incentive and Award Plan. Deferrals are made to the Nordson Stock Measurement Fund of the Plan. Share 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).

(6) All such options have fully vested

(7)

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On November 28, 2011, the Company granted 13,000 stock options under the Company's Long-Term Performance Plan. The options vest in 4 equal annual installments beginning on November 28, 2012. The vested portions of such options will become exercisable upon vesting.

- (8) On November 28, 2012, the Company granted 11,000 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.

- (9) On November 25, 2013, the Company granted 11,000 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.

- (10) On November 24, 2014, the Company granted 12,200 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.

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.