

NORDSON CORP  
Form 4  
November 25, 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 \*  
MERK GREGORY P

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

3. Date of Earliest Transaction (Month/Day/Year)  
11/23/2015

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

Senior Vice President

(Street)  
WESTLAKE, OH 44145

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)  
\_X\_ Form filed by One Reporting Person  
\_\_\_ Form filed by More than One Reporting Person

(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                    | 11/23/2015                           |  | A                              | V 10 A \$ 0   | 36,442  | D  | (1)   |
| Common Stock                    | 11/23/2015                           |  | A                              | 1,700 A \$ 0  | 38,142  | D  | (2)   |
| Common Stock                    | 11/24/2015                           |  | F                              | 196 D \$ 71.23  | 38,114  | D  | (3)   |
| Common Stock                    |                                      |  |                                |   | 203   | I  |   |

By  
Company Savings Plan (4)

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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                              |
| Employee Stock Options (right to buy)      | \$ 24.39   |                                      |  |                                |   | <u>(5)</u> 11/22/2016                                    | Common Stock 7,000  |
| Employee Stock Options (right to buy)      | \$ 26.46   |                                      |  |                                |   | <u>(5)</u> 12/05/2017                                    | Common Stock 13,600   |
| Employee Stock Options (right to buy)      | \$ 14.37   |                                      |  |                                |   | <u>(5)</u> 12/04/2018                                    | Common Stock 22,800   |
| Employee Stock Options (right to buy)      | \$ 27.26   |                                      |  |                                |   | <u>(5)</u> 12/03/2019                                    | Common Stock 12,200   |
| Employee Stock Options (right to buy)      | \$ 43.32   |                                      |  |                                |   | <u>(5)</u> 12/07/2020                                    | Common Stock 9,000  |
| Employee Stock Options                     | \$ 43.73   |                                      |  |                                |   | <u>(6)</u> 11/28/2021                                    | Common Stock 10,000   |

|                                       |          |            |  |   |        |      |            |              |        |
|---------------------------------------|----------|------------|--|---|--------|------|------------|--------------|--------|
| (right to buy)                        |          |            |  |   |        |      |            |              |        |
| Employee Stock Options (right to buy) | \$ 61.59 |            |  |   |        | (7)  | 11/28/2022 | Common Stock | 7,600  |
| Employee Stock Options (right to buy) | \$ 71.75 |            |  |   |        | (8)  | 11/25/2023 | Common Stock | 7,600  |
| Employee Stock Options (right to buy) | \$ 79.66 |            |  |   |        | (9)  | 11/24/2024 | Common Stock | 8,300  |
| Employee Stock Options (right to buy) | \$ 70.91 | 11/23/2015 |  | A | 13,400 | (10) | 11/23/2025 | Common Stock | 13,400 |

## Reporting Owners

| Reporting Owner Name / Address                             | Relationships |           |                       |       |
|--|---------------|-----------|-----------------------|-------|
|  | Director      | 10% Owner | Officer               | Other |
| MERK GREGORY P<br>28601 CLEMENS ROAD<br>WESTLAKE, OH 44145 |               |           | Senior Vice President |       |

## Signatures

Robert E. Veillette,  
Attorney-In-Fact

11/25/2015

\_\_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) Share equivalent units acquired through dividend payments. 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). The holdings are net of shares previously withheld, or sold under a Rule 10b5-1 trading plan, to cover withholding taxes, and include 1,559 shares underlying performance share units and share equivalent units that were previously reported in Table II.
- (2) On November 23, 2015, the Company awarded 1,700 restricted shares under the Company's 2012 Stock Incentive and Award Plan. One-third of the restricted shares will vest on each of November 23, 2016, 2017, and 2018.
- (3)

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On November 24, 2014, the Company awarded 1,400 restricted shares under the Company's 2012 Stock Incentive and Award Plan. One-third of the restricted shares vested November 24, 2015, and one-third will vest November 24, on each of 2016 and 2017. 196 of the 466 shares that vested November 24, 2015 were withheld to cover withholding taxes due upon vesting. The holdings include 1,292 shares acquired through participation in the Company's Dividend Reinvestment Plan, and are net of shares previously withheld, or sold under a Rule 10b5-1 trading plan, to cover withholding taxes.

- (4) Represents the number of shares attributable to the reporting person's participation in the Company's Savings Plan, exempt pursuant to Rule 16b-3(c). The reporting person disclaims beneficial ownership of these securities
- (5) All such options have fully vested.

On November 28, 2011, the Company awarded 10,000 stock options under the Company's Long-Term Performance Plan. The options vest in 4 equal installments beginning on each of November 28, 2012. The vested portions of such options will become exercisable upon vesting.
- (7) On November 28, 2012, the Company awarded 7,600 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.
- (8) On November 25, 2013, the Company awarded 7,600 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.
- (9) On November 24, 2014, the Company awarded 8,300 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.
- (10) On November 23, 2015, the Company awarded 13,400 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. 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.