

THAXTON GREGORY A

Form 4

November 27, 2017

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 *
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)
11/23/2017

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)
			Code	V	Amount	(A) or (D) Price			
Common Stock	11/23/2017		F		376	D \$ 128.29	49,787	D ⁽¹⁾	
Common Stock	11/24/2017		F		282	D \$ 126.26	49,505	D ⁽²⁾	
Common Stock							1,391	I	By Company ESOP Plan ⁽³⁾
Common Stock							7,188	I	By Company Savings

Plan ⁽⁴⁾

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)		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)	\$ 14.37					<u>(5)</u>	12/04/2018	Common Stock	13,100	
Employee Stock Options (right to buy)	\$ 27.26					<u>(5)</u>	12/03/2019	Common Stock	11,250	
Employee Stock Options (right to buy)	\$ 43.32					<u>(5)</u>	12/07/2020	Common Stock	11,400	
Employee Stock Options (right to buy)	\$ 43.73					<u>(5)</u>	11/28/2021	Common Stock	13,000	
Employee Stock Options (right to	\$ 61.59					<u>(5)</u>	11/28/2022	Common Stock	11,000	

buy)

Employee

Stock

Options \$ 71.75

(right to

buy)

(5)

11/25/2023

Common
Stock

11,000

Employee

Stock

Options \$ 79.66

(right to

buy)

(6)

11/24/2024

Common
Stock

12,200

Employee

Stock

Options \$ 70.91

(right to

buy)

(7)

11/23/2025

Common
Stock

17,200

Employee

Stock

Options \$ 107.65

(right to

buy)

(8)

11/21/2026

Common
Stock

14,000

Employee

Stock

Options \$ 127.67

(right to

buy)

(9)

11/20/2027

Common
Stock

12,500

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

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 2,400 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. 376 of the 800 shares that vested November 23, 2017 were withheld to cover withholding taxes due upon vesting. The holdings are net of shares

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previously withheld or sold to cover withholding taxes.

On November 24, 2014, the Company awarded 1,800 restricted shares under the Company's 2012 Stock Incentive and Award Plan.

- (2) One-third of the restricted shares vested on each of November 24, 2015, 2016, and 2017. 282 of the 600 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.

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

- (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).

- (5) All such options have fully vested

On November 24, 2014, the Company awarded 12,200 stock options under the Company's 2012 Stock Incentive and Award Plan. The

- (6) 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 17,200 stock options under the Company's 2012 Stock Incentive and Award Plan. The

- (7) 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 14,000 stock options under the Company's 2012 Stock Incentive and Award Plan. The

- (8) 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 12,500 stock options under the Company's 2012 Stock Incentive and Award Plan. The

- (9) 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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