

NORDSON CORP
Form 4
November 30, 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 *
BLOOMFIELD DOUGLAS C

(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)
11/25/2015

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)
Vice President

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 (D) Price | | | |
| Common Stock | 11/25/2015 | | F | 204 D \$ 72.29 | 48,895 | D ⁽¹⁾ | |
| Common Stock | | | | | 3,208 | I | By Company ESOP Plan ⁽²⁾ |
| Common Stock | | | | | 222 | I | By Company Savings Plan ⁽³⁾ |

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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) | 8. Price or Derivative Security (Instr. 3) | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Employee Stock Options (right to buy) | \$ 43.32 | | | | | <u>(4)</u> | 12/07/2020 | Common Stock | 9,400 |
| Employee Stock Options (right to buy) | \$ 43.73 | | | | | <u>(4)</u> | 11/28/2021 | Common Stock | 10,000 |
| Employee Stock Options (right to buy) | \$ 61.59 | | | | | <u>(5)</u> | 11/28/2022 | Common Stock | 7,600 |
| Employee Stock Options (right to buy) | \$ 71.75 | | | | | <u>(6)</u> | 11/25/2023 | Common Stock | 7,300 |
| Employee Stock Options (right to buy) | \$ 79.66 | | | | | <u>(7)</u> | 11/24/2024 | Common Stock | 7,900 |
| | \$ 70.91 | | | | | <u>(8)</u> | 11/23/2025 | | 11,700 |

Employee
Stock
Options
(right to
buy)

Common
Stock

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|----------------|-------|
| | Director | 10% Owner | Officer | Other |
| BLOOMFIELD DOUGLAS C 28601 CLEMENS ROAD WESTLAKE, OH 44145 | | | Vice President | |

Signatures

Robert E. Veillette,
Attorney-In-Fact

11/30/2015

**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).

On November 25, 2014, the Company awarded 1,300 restricted shares under the Company's 2012 Stock Incentive and Award Plan.

One-third of the restricted shares vested November 25, 2015, and one-third will vest on each of November 25, 2016 and 2017. 204 of the

(1) 433 shares that vested November 25, 2015 were withheld to cover withholding taxes due upon vesting. The holdings include 333 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.

(2) 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). The reporting person disclaims beneficial ownership of these securities.

(3) 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.

(4) All such options have fully vested.

On November 28, 2012, the Company awarded 7,600 stock options under the Company's 2012 Stock Incentive and Award Plan. The

(5) options vest in 4 equal annual installments beginning on November 28, 2013. The vested portions of such options will become exercisable upon vesting.

On November 25, 2013, the Company awarded 7,300 stock options under the Company's 2012 Stock Incentive and Award Plan. The

(6) options vest in 4 equal annual installments beginning on November 25, 2014. The vested portions of such options will become exercisable upon vesting.

On November 24, 2014, the Company awarded 7,900 stock options under the Company's 2012 Stock Incentive and Award Plan. The

(7) 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 11,700 stock options under the Company's 2012 Stock Incentive and Award Plan. The

(8) 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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