

DeVries James E  
Form 4  
January 05, 2018

# 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)

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

28601 CLEMENS ROAD

01/03/2018

Vice President

(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 Ownership (Instr. 4)
			Code	V Amount (A) or (D) Price			
Common Stock	12/22/2017		G	V 600 D \$ 0	41,428	D <sup>(1)</sup>	
Common Stock	01/03/2018		F	1,006 D \$ 149.12	40,422	D <sup>(2)</sup>	
Common Stock					2,853	I	By Company ESOP Plan <sup>(3)</sup>

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 \$ 79.66

(5)

11/24/2024

Common  
Stock

5,800

(right to  
buy)

Employee  
Stock

Options \$ 70.91

(6)

11/23/2025

Common  
Stock

9,100

(right to  
buy)

Employee  
Stock

Options \$ 107.65

(7)

11/21/2026

Common  
Stock

6,600

(right to  
buy)

Employee  
Stock

Options \$ 127.67

(8)

11/20/2027

Common  
Stock

6,500

(right to  
buy)

## Reporting Owners

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

## Signatures

Gina A. Beredo,  
Attorney-in-Fact

01/05/2018

  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 December 22, 2017, the reporting person made a gift of 600 shares. For tax purposes, the value date of the shares delivered is the date a gift was made.
  - (2) Shares withheld to cover withholding taxes due upon settlement of the performance share units that were reported on December 4, 2017. The holdings include 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 Stock Fund of the Nordson Employee Stock Ownership Plan, exempt pursuant to Rule 16b-3(c).
  - (4) All such options have fully vested.

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(5) 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.

(6) 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.

(7) 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.

(8) 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. 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.