

THAXTON GREGORY A  
Form 4  
January 07, 2019

**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**

OMB  
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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)  
01/03/2019

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

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

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

Executive 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 Ownership Indirect Beneficial Ownership (Instr. 4)
Common Stock	01/03/2019		A	(A) or (D) Amount (1) 8,894	\$ 0	61,661	D
Common Stock	01/03/2019		F	(2) 3,945	\$ 112.76	57,716	D

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. Pri Deriv Secu (Instr
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Employee Stock Options (right to buy)	\$ 43.32					<u>(3)</u>	12/07/2020	Common Stock	11,400	
Employee Stock Options (right to buy)	\$ 43.73					<u>(3)</u>	11/28/2021	Common Stock	13,000	
Employee Stock Options (right to buy)	\$ 61.59					<u>(3)</u>	11/28/2022	Common Stock	11,000	
Employee Stock Options (right to buy)	\$ 71.75					<u>(3)</u>	11/25/2023	Common Stock	11,000	
Employee Stock Options (right to buy)	\$ 79.66					<u>(3)</u>	11/24/2024	Common Stock	12,200	
Employee Stock Options (right to buy)	\$ 70.91					<u>(4)</u>	11/23/2025	Common Stock	17,200	
Employee Stock	\$ 107.65					<u>(5)</u>	11/21/2026	Common Stock	14,000	

Options  
(right to  
buy)

Employee  
Stock

Options \$ 127.67

(6)

11/20/2027

Common  
Stock

12,500

(right to  
buy)

Employee  
Stock

Options \$ 124.9

(7)

11/26/2028

Common  
Stock

11,800

(right to  
buy)

## Reporting Owners

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

## Signatures

Gina A. Beredo

01/07/2019

\_\_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) Shares issued in connection with settlement of performance award based upon achievement of performance measures for period 2016-2018.
- (2) Shares withheld to cover withholding taxes due upon settlement of the performance award for period 2016-2018.
- (3) All such options have fully vested.
- (4) The options vest in 4 equal annual installments beginning on November 23, 2016.
- (5) The options vest in 4 equal annual installments beginning on November 21, 2017.
- (6) The options vest in 4 equal annual installments beginning on November 20, 2018.
- (7) The options vest in 4 equal annual installments beginning on November 26, 2019.

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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