NORDSON CORP Form 4 November 26, 2014

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

OMB 3235-0287 Number:

OMB APPROVAL

January 31, Expires: 2005

0.5

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF Estimated average **SECURITIES**

burden hours per response...

if no longer subject to Section 16. Form 4 or Form 5

Check this box

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

Shares

11/24/2014

(Print or Type Responses)

1. Name and Address of Reporting Person * Hilton Michael F			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	(====== an approaute)			
28601 CLEMENS ROAD			(Month/Day/Year) 11/24/2014	Director 10% Owner Officer (give title Other (specify below) President & CEO			
(Street)			4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check			
WESTLAKE, O	ОН 44145		Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person			

(City)	(State) (Z	Zip) Table	I - Non-De	erivative S	ecuriti	ies Aco	quired, Disposed o	f, or Beneficial	ly Owned
1.Title of Security	2. Transaction Date (Month/Day/Year)	Execution Date, if Transaction		4. Securities onAcquired (A) or		5. Amount of Securities	6. Ownership Form: Direct	7. Nature of Indirect	
(Instr. 3)		any (Month/Day/Year)	Code (Instr. 8)	Disposed (Instr. 3, 4	` ′		Beneficially Owned	(D) or Indirect (I)	Beneficial Ownership
					(A)		Following Reported	(Instr. 4)	(Instr. 4)
			Code V	Amount	or (D)	Price	Transaction(s) (Instr. 3 and 4)		
Common	11/24/2014		A (1)	7.500	٨	Φ.Λ	20.005	D	

7,500

Α

\$0

 $A^{(1)}$

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

D

39,095

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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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. Transacti Code (Instr. 8)	5. Number of orDerivative 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 Option (right to buy)	\$ 79.66	11/24/2014		A(2)	49,100	<u>(2)</u>	11/24/2024	Common Shares	49,100
Share Equivalent Units	(3)	11/24/2014		J <u>(4)</u>	679	(3)	(3)	Common Shares	679

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Hilton Michael F

28601 CLEMENS ROAD President & CEO

WESTLAKE, OH 44145

Signatures

Robert E. Veillette, Attorney-In-Fact

**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) Grant of restricted common shares pursuant to the 2012 Stock and Incentive Award Plan. Restriction on transfer of one-third of the shares lapses annually for three years following date of grant.
- (2) Grant to reporting person of option to purchase shares of Common Stock under the 2012 Stock Incentive and Award Plan, exercisable in annual increments of 25% on a cumulative basis beginning November 24, 2015.
 - Share equivalent units acquired through deferral of performance shares awarded under Amended and Restated 2004 Long Term Performance Plan. Deferrals are made to the Nordson Stock Measurement Fund of the Amended and Restated 2005 Deferred
- Compensation Plan. 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).
- (4) Share equivalent units accrued through dividend payments.

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.

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