DeVries James E Form 4 November 27, 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

Form 5 File obligations may continue. See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * DeVries James E	2. Issuer Name and Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer			
(Last) (First) (Middle)	NORDSON CORP [NDSN] 3. Date of Earliest Transaction	(Check all applicable)			
28601 CLEMENS ROAD	(Month/Day/Year) 11/23/2018	Director 10% Owner Officer (give title Other (specifically) below) Vice President			
(Street)	4. If Amendment, Date Original Filed(Month/Day/Year)	6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person			
WESTLAKE, OH 44145		Form filed by More than One Reporting Person			

(City)	(State)	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. Securi on(A) or D (Instr. 3,	ispose	d of (D)	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)
Common Stock	11/23/2018		F	167	D	\$ 123.93	40,324	D (1)	
Common Stock							2,878	I	By Company ESOP Plan

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

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$\label{thm:convergence} \begin{tabular}{ll} Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned \\ (\emph{e.g.}, puts, calls, warrants, options, convertible securities) \\ \end{tabular}$

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. onNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Expiration D (Month/Day/	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 Options (right to buy)	\$ 27.26					(3)	12/03/2019	Common Stock	3,500	
Employee Stock Options (right to buy)	\$ 43.32					(3)	12/07/2020	Common Stock	4,000	
Employee Stock Options (right to buy)	\$ 43.73					(3)	11/28/2021	Common Stock	6,000	
Employee Stock Options (right to buy)	\$ 61.59					(3)	11/28/2022	Common Stock	4,500	
Employee Stock Options (right to buy)	\$ 71.75					(3)	11/25/2023	Common Stock	5,200	
Employee Stock Options (right to buy)	\$ 79.66					(3)	11/24/2024	Common Stock	5,800	
	\$ 70.91					<u>(4)</u>	11/23/2025		9,100	

8. Pri Deriv Secur (Instr

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Employee Stock Options (right to buy)				Common Stock	
Employee Stock Options (right to buy)	\$ 107.65	(5)	11/21/2026	Common Stock	6,600
Employee Stock Options (right to buy)	\$ 127.67	<u>(6)</u>	11/20/2027	Common Stock	6,500

Reporting Owners

Reporting Owner Name / Address	Keiauonsnips						
	D: .	1007 0	O.CC.	0.1			

Director 10% Owner Officer Other

DeVries James E

28601 CLEMENS ROAD Vice President

WESTLAKE, OH 44145

Signatures

Gina A. Beredo, 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).
- On November 23, 2015, the Company awarded 1,100 restricted shares under the Company's 2012 Stock Incentive and Award Plan.

 One-third of the restricted shares vested on November 23, 2016, 2017 and 2018. 167 of the 368 shares that vested November 23, 2018 were withheld to cover withholding taxes due upon vesting. The holdings are net of shares previously withheld or sold to cover withholding taxes.
- (2) Represents the number of shares attributable to the reporting person's participation in the Nordson Employee Stock Ownership Plan, exempt pursuant to Rule 16b-3(c).
- (3) All such options have fully vested.
- 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.
- 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.
- (6) 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

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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.