

Hilton Michael F  
Form 4  
April 04, 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  
Number: 3235-0287  
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2005  
Estimated average  
burden hours per  
response... 0.5

(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)

28601 CLEMENS ROAD

3. Date of Earliest Transaction  
(Month/Day/Year)  
04/02/2019

☒ Director ☐ 10% Owner  
☒ Officer (give title below) ☐ Other (specify below)

President, CEO

(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 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)
Common Stock	04/02/2019		F	(A) or (D) 1,102 (1)	\$ 136.45	232,437 (2)	D
Common Stock	04/02/2019		F	(A) or (D) 1,982 (3)	\$ 136.45	230,455	D

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

**Persons who respond to the collection of  
information contained in this form are not  
required to respond unless the form  
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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 Derivative Security (Instr. 3)		
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Employee Stock Options (right to buy)	\$ 61.59							<u>(4)</u>	11/28/2022	Common Stock	43,000	
Employee Stock Options (right to buy)	\$ 71.75							<u>(4)</u>	11/25/2023	Common Stock	42,700	
Employee Stock Options (right to buy)	\$ 79.66							<u>(4)</u>	11/24/2024	Common Stock	49,100	
Employee Stock Options (right to buy)	\$ 70.91							<u>(5)</u>	11/23/2025	Common Stock	72,800	
Employee Stock Options (right to buy)	\$ 107.65							<u>(6)</u>	11/21/2026	Common Stock	60,400	
Employee Stock Options (right to buy)	\$ 127.67							<u>(7)</u>	11/20/2027	Common Stock	55,800	
Employee Stock	\$ 124.9							<u>(8)</u>	11/26/2028	Common Stock	51,400	

Options  
(right to  
buy)

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Hilton Michael F 28601 CLEMENS ROAD WESTLAKE, OH 44145	X		President, CEO	

## Signatures

Gina A. Beredo 04/04/2019

\_\_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) On November 21, 2016, the Company awarded 7,450 restricted stock under the Amended and Restated Nordson Corporation 2012 Stock Incentive and Award Plan. The shares will fully vest on November 21, 2019. In February 2019, the Compensation Committee approved the lapse of restrictions with respect to 1,102 of such shares in order for the reporting person to satisfy tax obligations for restricted shares that are no longer subject to forfeiture under IRC 83(a) due to retirement eligibility under the Amended and Restated Nordson Corporation 2012 Stock Incentive and Award Plan and Grant Notice. The remaining shares will continue to be subject to the restrictions until vesting per the Grant Notice.

(2) The total holdings include 364 shares accrued from dividend payments through participation in the Company's Amended and Restated 2005 Deferred Compensation Plan.

(3) On November 20, 2017, the Company awarded 6,700 restricted stock under the Amended and Restated Nordson Corporation 2012 Stock Incentive and Award Plan. The shares will fully vest on November 20, 2020. In February 2019, the Compensation Committee approved the lapse of restrictions with respect to 1,982 of such shares in order for the reporting person to satisfy tax obligations for restricted shares that are no longer subject to forfeiture under IRC 83(a) due to retirement eligibility under the Amended and Restated Nordson Corporation 2012 Stock Incentive and Award Plan and Grant Notice. The remaining shares will continue to be subject to the restrictions until vesting per the Grant Notice.

(4) All such options have fully vested.

(5) The options vest in 4 equal annual installments beginning on November 23, 2016.

(6) The options vest in 4 equal annual installments beginning on November 21, 2017.

(7) The options vest in 4 equal annual installments beginning on November 20, 2018.

(8) 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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