

NORDSON CORP  
Form 4  
November 23, 2016

**FORM 4**

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Hilton Michael F

(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)  
11/21/2016

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing (Check Applicable Line)  
 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 (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|                                 |                                      |  | Code                           | V Amount (D) Price  |   |  |                                   |
| Common Stock                    | 11/21/2016                           |  | A                              | 7,450 A \$ 0  | 158,532   | D <sup>(1)</sup>   |                                   |
| Common Stock                    | 11/21/2016                           |  | A                              | 14,900 A \$ 0   | 174,092   | D <sup>(2)</sup>   |                                   |

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

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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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable Expiration Date                         | Title Amount or Number of Shares                              |
| Employee Stock Options (right to buy)      | \$ 30.7  |                                      |  |                                |   | <u>(3)</u> 01/16/2020                                    | Common Stock 69,218   |
| Employee Stock Options (right to buy)      | \$ 43.32   |                                      |  |                                |   | <u>(3)</u> 12/07/2020                                    | Common Stock 50,000   |
| Employee Stock Options (right to buy)      | \$ 43.73   |                                      |  |                                |   | <u>(3)</u> 11/28/2021                                    | Common Stock 55,000   |
| 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>(5)</u> 11/25/2023                                    | Common Stock 42,700   |
| Employee Stock Options (right to buy)      | \$ 79.66   |                                      |  |                                |   | <u>(6)</u> 11/24/2024                                    | Common Stock 49,100   |
| Employee Stock Options (right to           | \$ 70.91   |                                      |  |                                |   | <u>(7)</u> 11/23/2025                                    | Common Stock 72,800   |

|                   |           |            |  |   |        |     |            |                 |        |
|-------------------|-----------|------------|--|---|--------|-----|------------|-----------------|--------|
| buy)              |           |            |  |   |        |     |            |                 |        |
| Employee          |           |            |  |   |        |     |            |                 |        |
| Stock             |           |            |  |   |        |     |            |                 |        |
| Options           | \$ 107.65 | 11/21/2016 |  | A | 60,400 | (8) | 11/21/2026 | Common<br>Stock | 60,400 |
| (right to<br>buy) |           |            |  |   |        |     |            |                 |        |

## Reporting Owners

| Reporting Owner Name / Address                               | Relationships |           |                 |       |
|--|---------------|-----------|-----------------|-------|
|  | Director      | 10% Owner | Officer         | Other |
| Hilton Michael F<br>28601 CLEMENS ROAD<br>WESTLAKE, OH 44145 |               |           | President & CEO |       |

## Signatures

|  |            |
|--|------------|
| Robert E. Veillette,<br>Attorney-In-Fact | 11/23/2016 |
|--|------------|

\*\*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 shares under the Company's 2012 Stock Incentive and Award Plan. One-third of the restricted shares will vest on each of November 30, 2017, 2018, and 2019.  
  
On November 21, 2016, the Company awarded 14,900 performance shares under the Company's 2012 Stock Incentive and Award Plan, which represent the right to receive shares contingent upon the achievement of performance measures over a 3-year performance period.
- (2) Shares that are earned upon the attainment of the applicable performance targets settle in January 2020. The ultimate number of shares earned is subject to adjustment based on actual performance. The holdings include 660 shares acquired through dividend payments and are net of shares previously withheld or sold to cover withholding taxes.
- (3) All such options have fully vested.  
  
On November 28, 2012, the Company awarded 43,000 stock options under the Company's Long-Term Performance Plan. The options
- (4) vest in 4 equal annual installments beginning on November 28, 2013. The vested portions of such options will become exercisable upon vesting.  
  
On November 25, 2013, the Company awarded 42,700 stock options under the Company's 2012 Stock Incentive and Award Plan. The
- (5) options vest in 4 equal annual installments beginning on November 25, 2014. The vested portions of such options will become exercisable upon vesting.  
  
On November 24, 2014, the Company awarded 49,100 stock options under the Company's 2012 Stock Incentive and Award Plan. The
- (6) options vest in 4 equal annual installments beginning on November 24, 2015. The vested portions of such options will become exercisable upon vesting.  
  
On November 23, 2015, the Company awarded 72,800 stock options under the Company's 2012 Stock Incentive and Award Plan. The
- (7) 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 60,400 stock options under the Company's 2012 Stock Incentive and Award Plan. The
- (8) options vest in 4 equal annual installments beginning on November 21, 2017. 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.