

MERK GREGORY P
Form 4
January 07, 2019

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

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 *
MERK GREGORY P

(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
 Officer (give title below) _____ Other (specify below)
Executive Vice President

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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount (A) or (D) Price | | |
| Common Stock | 01/03/2019 | | A | | 6,300 (1) | A | \$ 0 61,509 D |
| Common Stock | 01/03/2019 | | F | | 2,222 (2) | D | \$ 112.76 59,287 D |
| Common Stock | | | | | | I | 367 By Company Savings Plan (3) |

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. Price or Value 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) | \$ 43.32 | | | | | (4) 12/07/2020 | | Common Stock | 9,000 |
| Employee Stock Options (right to buy) | \$ 43.73 | | | | | (4) 11/28/2021 | | Common Stock | 10,000 |
| Employee Stock Options (right to buy) | \$ 61.59 | | | | | (4) 11/28/2022 | | Common Stock | 7,600 |
| Employee Stock Options (right to buy) | \$ 71.75 | | | | | (4) 11/25/2023 | | Common Stock | 7,600 |
| Employee Stock Options (right to buy) | \$ 79.66 | | | | | (4) 11/24/2024 | | Common Stock | 8,300 |
| Employee Stock Options | \$ 70.91 | | | | | (5) 11/23/2025 | | Common Stock | 13,400 |

| | | | | | |
|---------------------------------------|-----------|------------|------------|--------------|--------|
| (right to buy) | | | | | |
| Employee Stock Options (right to buy) | \$ 107.65 | <u>(6)</u> | 11/21/2026 | Common Stock | 10,000 |
| Employee Stock Options (right to buy) | \$ 127.67 | <u>(7)</u> | 11/20/2027 | Common Stock | 9,000 |
| Employee Stock Options (right to buy) | \$ 124.9 | <u>(8)</u> | 11/26/2028 | Common Stock | 8,800 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|--------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| MERK GREGORY P 28601 CLEMENS ROAD WESTLAKE, OH 44145 | | | Executive Vice President | |

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. The reporting person elected to defer receipt of 20% of such award, resulting in the accrual to his deferral account of 1,260 share units. Each share unit is the economic equivalent of one share of Nordson common stock.
 - (2) Shares withheld to cover withholding taxes due upon settlement of the performance award for period 2016-2018.
 - (3) Represents the number of shares attributable to the reporting person's participation in the Company Savings Plan, exempt pursuant to Rule 16b-3(c).
 - (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.

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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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