

THAXTON GREGORY A  
Form 4  
January 07, 2019

**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 \*  
THAXTON GREGORY A

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)  
01/03/2019

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

Executive Vice President, CFO

(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 (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) |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|-------------------------------------------------------|
| Common Stock                    | 01/03/2019                           |                                                    | A                              | (A)<br>or<br>(D)<br>8,894<br>(1)                                  | \$ 0 61,661                                                                                   | D                                                        |                                                       |
| Common Stock                    | 01/03/2019                           |                                                    | F                              | (A)<br>or<br>(D)<br>3,945<br>(2)                                  | \$ 112.76 57,716                                                                              | D                                                        |                                                       |

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) | 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                                               |                                      |                                                    |                                |                                                                                         | <u>(3)</u> 12/07/2020                                    | Common Stock                                                  | 11,400                                                      |                            |
| Employee Stock Options (right to buy)      | \$ 43.73                                               |                                      |                                                    |                                |                                                                                         | <u>(3)</u> 11/28/2021                                    | Common Stock                                                  | 13,000                                                      |                            |
| Employee Stock Options (right to buy)      | \$ 61.59                                               |                                      |                                                    |                                |                                                                                         | <u>(3)</u> 11/28/2022                                    | Common Stock                                                  | 11,000                                                      |                            |
| Employee Stock Options (right to buy)      | \$ 71.75                                               |                                      |                                                    |                                |                                                                                         | <u>(3)</u> 11/25/2023                                    | Common Stock                                                  | 11,000                                                      |                            |
| Employee Stock Options (right to buy)      | \$ 79.66                                               |                                      |                                                    |                                |                                                                                         | <u>(3)</u> 11/24/2024                                    | Common Stock                                                  | 12,200                                                      |                            |
| Employee Stock Options (right to buy)      | \$ 70.91                                               |                                      |                                                    |                                |                                                                                         | <u>(4)</u> 11/23/2025                                    | Common Stock                                                  | 17,200                                                      |                            |
| Employee Stock                             | \$ 107.65                                              |                                      |                                                    |                                |                                                                                         | <u>(5)</u> 11/21/2026                                    | Common Stock                                                  | 14,000                                                      |                            |

Options  
(right to  
buy)

Employee  
Stock

|                   |           |            |            |                 |        |
|-------------------|-----------|------------|------------|-----------------|--------|
| Options           | \$ 127.67 | <u>(6)</u> | 11/20/2027 | Common<br>Stock | 12,500 |
| (right to<br>buy) |           |            |            |                 |        |

Employee  
Stock

|                   |          |            |            |                 |        |
|-------------------|----------|------------|------------|-----------------|--------|
| Options           | \$ 124.9 | <u>(7)</u> | 11/26/2028 | Common<br>Stock | 11,800 |
| (right to<br>buy) |          |            |            |                 |        |

## Reporting Owners

| Reporting Owner Name / Address                                | Relationships |           |                               |       |
|---------------------------------------------------------------|---------------|-----------|-------------------------------|-------|
|                                                               | Director      | 10% Owner | Officer                       | Other |
| THAXTON GREGORY A<br>28601 CLEMENS ROAD<br>WESTLAKE, OH 44145 |               |           | Executive Vice President, CFO |       |

## Signatures

Gina A. Beredo                      01/07/2019

    Signature of                      Date  
Reporting Person

## 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.
- (2) Shares withheld to cover withholding taxes due upon settlement of the performance award for period 2016-2018.
- (3) All such options have fully vested.
- (4) The options vest in 4 equal annual installments beginning on November 23, 2016.
- (5) The options vest in 4 equal annual installments beginning on November 21, 2017.
- (6) The options vest in 4 equal annual installments beginning on November 20, 2018.
- (7) 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. 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.