

NORDSON CORP
 Form 4
 December 01, 2015

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 *
 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)
 11/28/2015

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 Indirect Ownership (Instr. 4)
			Code	V Amount (A) or (D) Price			
Common Stock	11/28/2015		F	1,253 D \$ 72.74	138,142	D ⁽¹⁾	
Common Stock	11/25/2015		A	18,464 A \$ 0	156,606	D ⁽²⁾	

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)	\$ 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	\$ 70.91					<u>(7)</u>	11/23/2025	Common Stock	72,800

