

THAXTON GREGORY A
Form 4
January 12, 2018

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

(Street)

3. Date of Earliest Transaction (Month/Day/Year)
01/12/2018

____ Director _____ 10% Owner
____ Officer (give title below) _____ Other (specify below)
Senior Vice President, CFO

WESTLAKE, OH 44145

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

(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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock | 01/12/2018 | | M | | 7,475 | A | \$ 14.37 |
| | | | | | | | 56,756 |
| Common Stock | 01/12/2018 | | S | | 7,475 | D | \$ 148.48 |
| | | | | | | | 49,281 |
| | | | | | | | <u>(1)</u> |
| Common Stock | | | | | | | 1,388 |
| | | | | | | | I |
| | | | | | | | By Company ESOP Plan <u>(3)</u> |
| Common Stock | | | | | | | 7,152 |
| | | | | | | | I |
| | | | | | | | By Company |

Savings
Plan ⁽⁴⁾

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

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(9-02)

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. Amount or Number of Shares | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Employee Stock Options (right to buy) | \$ 14.37 | 01/12/2018 | | M | 7,475 | ⁽⁵⁾ 12/04/2018 | | Common Stock | 7,475 |
| Employee Stock Options (right to buy) | \$ 27.26 | | | | | ⁽⁵⁾ 12/03/2019 | | Common Stock | 11,250 |
| Employee Stock Options (right to buy) | \$ 43.32 | | | | | ⁽⁵⁾ 12/07/2020 | | Common Stock | 11,400 |
| Employee Stock Options (right to buy) | \$ 43.73 | | | | | ⁽⁵⁾ 11/28/2021 | | Common Stock | 13,000 |
| Employee Stock Options (right to buy) | \$ 61.59 | | | | | ⁽⁵⁾ 11/28/2022 | | Common Stock | 11,000 |

| | | | | | |
|---|-----------|-----|------------|-----------------|--------|
| buy) | | | | | |
| Employee Stock Options (right to buy) | \$ 71.75 | (5) | 11/25/2023 | Common Stock | 11,000 |
| Employee Stock Options (right to buy) | \$ 79.66 | (6) | 11/24/2024 | Common Stock | 12,200 |
| Employee Stock Options (right to buy) | \$ 70.91 | (7) | 11/23/2025 | Common Stock | 17,200 |
| Employee Stock Options (right to buy) | \$ 107.65 | (8) | 11/21/2026 | Common Stock | 14,000 |
| Employee Stock Options (right to buy) | \$ 127.67 | (9) | 11/20/2027 | Common Stock | 12,500 |

Reporting Owners

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

Signatures

Gina A. Beredo,
Attorney-in-Fact

01/12/2018

**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) Price reflected is the weighted-average sale price for shares sold. The shares were sold in multiple transactions, and the range of sale prices for the transactions reported was \$148.42 to 148.62. The reporting person undertakes to provide to the issuer, any security holder of the issuer, or any staff member of the Securities and Exchange Commission, upon request, information regarding the number of shares

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sold at each separate price.

(2) Exercise of reporting person's stock options that otherwise expire December 4, 2018, of which shares were sold to pay the exercise price, to cover withholding taxes, and to pay broker fees and commissions, pursuant to a broker-assisted cashless exercise. The holdings are net of shares previously withheld or sold to cover withholding taxes.

(3) Represents the number of shares attributable to the reporting person's participation in the Company's Employee Stock Ownership Plan, exempt pursuant to Rule 16b-3(c).

(4) Represents the number of shares attributable to the reporting person's participation in the Company's Savings Plan, exempt pursuant to Rule 16b-3(c).

(5) All such options have fully vested

(6) On November 24, 2014, the Company awarded 12,200 stock options under the Company's 2012 Stock Incentive and Award Plan. The options vest in 4 equal annual installments beginning on November 24, 2015. The vested portions of such options will become exercisable upon vesting.

(7) On November 23, 2015, the Company awarded 17,200 stock options under the Company's 2012 Stock Incentive and Award Plan. The options vest in 4 equal annual installments beginning on November 23, 2016. The vested portions of such options will become exercisable upon vesting.

(8) On November 21, 2016, the Company awarded 14,000 stock options under the Company's 2012 Stock Incentive and Award Plan. The options vest in 4 equal annual installments beginning on November 21, 2017. The vested portions of such options will become exercisable upon vesting.

(9) On November 20, 2017, the Company awarded 12,500 stock options under the Company's 2012 Stock Incentive and Award Plan. The options vest in 4 equal annual installments beginning on November 20, 2018. 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.

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