

Beredo Gina A.
Form 4
April 08, 2019

FORM 4

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

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

OMB APPROVAL

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Beredo Gina A.

(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)
04/04/2019

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
X Officer (give title ____ Other (specify
below) below)

Exec. VP, Gen. Counsel & Sec.

6. Individual or Joint/Group Filing(Check
Applicable Line)
X 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)
Common Stock	04/04/2019		M	700 A	\$ 71.75 6,208	D	
Common Stock	04/04/2019		S	700 ⁽¹⁾ D	\$ 137.26 5,508	D	
Common Stock					281 ⁽²⁾	I	By Company Savings Plan

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

**Persons who respond to the collection of
information contained in this form are not**

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. F Der Sec (Ins
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Employee Stock Options (right to buy)	\$ 71.75	04/04/2019		M	700	<u>(3)</u>	11/25/2023	Common Stock	1,300	\$ 1
Employee Stock Options (right to buy)	\$ 79.66					<u>(3)</u>	11/24/2024	Common Stock	1,400	
Employee Stock Options (right to buy)	\$ 70.91					<u>(4)</u>	11/23/2025	Common Stock	2,100	
Employee Stock Options (right to buy)	\$ 107.65					<u>(5)</u>	11/21/2026	Common Stock	1,900	
Employee Stock Options (right to buy)	\$ 127.67					<u>(6)</u>	11/20/2027	Common Stock	4,400	
Employee Stock Options	\$ 124.9					<u>(7)</u>	11/26/2028	Common Stock	5,100	

(right to
buy)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Beredo Gina A. 28601 CLEMENS ROAD WESTLAKE, OH 44145			Exec. VP, Gen. Counsel & Sec.	

Signatures

Gina A. Beredo 04/08/2019

 **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).
- Exercise of reporting person's stock options that would otherwise expire November 25, 2023, of which shares were sold to pay the
- (1) exercise price, to cover withholding taxes, and to pay broker fees and commissions, pursuant to a broker-assisted cashless exercise and sale.
 - (2) Represents the number of shares attributable to the reporting person's participation in the Company Savings Plan, exempt pursuant to Rule 16b-3(c).
 - (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.

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