

KEANE JOHN J
Form 4
December 04, 2018

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 *
KEANE JOHN J

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)
11/30/2018

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

Executive Vice President

(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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock | 11/30/2018 | | F | | 267 | D | \$ 120.41 |
| Common Stock | 11/30/2018 | | F | | 237 | D | \$ 120.41 |
| Common Stock | | | | | 898 | I | |

By
Company
ESOP 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 Amount of Derivative Security (Instr. 3) | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|----------------------------|
| | | | | 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 | 16,000 |
| Employee Stock Options (right to buy) | \$ 43.73 | | | | | (4) 11/28/2021 | | Common Stock | 16,000 |
| Employee Stock Options (right to buy) | \$ 61.59 | | | | | (4) 11/28/2022 | | Common Stock | 11,900 |
| Employee Stock Options (right to buy) | \$ 71.75 | | | | | (4) 11/25/2023 | | Common Stock | 11,500 |
| Employee Stock Options (right to buy) | \$ 79.66 | | | | | (4) 11/24/2024 | | Common Stock | 12,500 |
| Employee Stock Options | \$ 70.91 | | | | | (5) 11/23/2025 | | Common Stock | 17,200 |

(right to buy)

Employee Stock

Options \$ 107.65

(6)

11/21/2026

Common Stock

14,000

(right to buy)

Employee Stock

Options \$ 127.67

(7)

11/20/2027

Common Stock

12,500

(right to buy)

Employee Stock

Options \$ 124.9

(8)

11/26/2028

Common Stock

11,700

(right to buy)

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|--------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| KEANE JOHN J 28601 CLEMENS ROAD WESTLAKE, OH 44145 | | | Executive Vice President | |

Signatures

Gina A. Beredo,
Attorney-in-Fact

12/04/2018

__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) On November 21, 2016, the Company awarded 1,800 restricted shares under the Company's 2012 Stock Incentive and Award Plan. One-third of the restricted shares vested on each of November 30, 2017 and 2018, and one-third will vest on November 30, 2019. 267 of the 600 shares that vested November 30, 2018 were withheld to cover withholding taxes due upon vesting. The holdings are net of shares previously withheld or sold to cover withholding taxes.

(2) On November 20, 2017, the Company awarded 1,600 restricted shares under the Company's 2012 Stock Incentive and Award Plan. One-third of the restricted shares vested on November 30, 2018, and one-third will vest on each of November 30, 2019 and 2020. 237 of the 533 shares that vested November 30, 2018 were withheld to cover withholding taxes due upon vesting. 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) All such options have fully vested.

(5) 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

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exercisable upon vesting.

(6) 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.

(7) 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.

(8) On November 26, 2018, the Company awarded 11,700 stock options under the Company's 2012 Stock Incentive and Award Plan. The options vest in 4 equal installments beginning on November 26, 2019. 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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