

NORDSON CORP
Form 4/A
November 05, 2014

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 *

PUMA MARY G

(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)
10/31/2014

4. If Amendment, Date Original Filed (Month/Day/Year)
11/03/2014

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

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 Ownership (Instr. 4)		
				(A) or (D)	Code	V	Amount	(D)	Price

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

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SEC 1474 (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	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)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. P... Deri... Secu... (Instr...)
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Derivative Security	or Disposed of (D)		Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
	(1)	(2)								
Restricted Share Units	(1)		A(2)		15		(1)	(1)	Common Shares	15
Restricted Share Units	(1)		M(1)		1,532		(1)	(1)	Common Shares	1,532
Restricted Share Units	(1)		M(2)		15		(1)	(1)	Common Shares	1,532

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other

PUMA MARY G
28601 CLEMENS ROAD
WESTLAKE, OH 44145

Signatures

Robert E. Veillette,
Attorney-In-Fact

11/05/2014

**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).
- Restricted share units ("RSUs") granted November 1, 2013. RSUs vest one year after the grant date. Under the Directors Deferred Compensation Sub-Plan, if receipt of shares upon vesting was deferred, RSUs convert to an equal number of share equivalent units. If receipt of shares upon vesting was not deferred, RSUs convert to unrestricted Nordson Common shares on a one-for-one basis.
- (1) Restricted share units ("RSU") accrued through dividend payments during the vesting period of the RSUs that were granted on November 1, 2013 pursuant to the 2012 Stock Incentive and Award Plan. The RSUs that accrued through dividend payments vest according to the related RSUs. Each RSU acquired from dividend payments is the economic equivalent to one share of Nordson common stock.
 - (3) Due to an arithmetic error, the number reported in this column was incorrect on the original Form 4.

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.