

MERK GREGORY P  
Form 4  
December 04, 2018

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2015  
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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 \*  
**MERK GREGORY P**

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	178 D \$ 120.41	55,367	D (1)	
Common Stock	11/30/2018		F	158 D \$ 120.41	55,209	D (2)	
Common Stock					367	I	By Company Savings Plan (3)

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)

required to respond unless the form displays a currently valid OMB control number.

**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 Per Share 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)	\$ 43.32					(4)	12/07/2020	Common Stock	9,000
Employee Stock Options (right to buy)	\$ 43.73					(4)	11/28/2021	Common Stock	10,000
Employee Stock Options (right to buy)	\$ 61.59					(4)	11/28/2022	Common Stock	7,600
Employee Stock Options (right to buy)	\$ 71.75					(4)	11/25/2023	Common Stock	7,600
Employee Stock Options (right to buy)	\$ 79.66					(4)	11/24/2024	Common Stock	8,300
Employee Stock Options	\$ 70.91					(5)	11/23/2025	Common Stock	13,400

(right to  
buy)

Employee  
Stock

Options	\$ 107.65	<u>(6)</u>	11/21/2026	Common Stock	10,000
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(right to  
buy)

Employee  
Stock

Options	\$ 127.67	<u>(7)</u>	11/20/2027	Common Stock	9,000
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(right to  
buy)

Employee  
Stock

Options	\$ 124.9	<u>(8)</u>	11/26/2028	Common Stock	8,800
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(right to  
buy)

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MERK GREGORY P 28601 CLEMENS ROAD WESTLAKE, OH 44145			Executive Vice President	

## Signatures

Gina A. Beredo, Attorney-in-Fact	12/04/2018
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\_\_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 1,350 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. 178 of the 450 shares that vested November 21, 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 1,200 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. 158 of the 400 shares that vested November 20, 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 Savings Plan, exempt pursuant to Rule 16b-e(c).

(4) All such options have fully vested.

(5) On November 23, 2015, the Company awarded 13,400 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 10,000 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 9,000 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 granted 8,800 stock options under the Company's 2012 Stock Incentive and Award Plan. The options vest in 4 equal annual 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. 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.