Hilton Michael F Form 4 March 08, 2018

FORM 4

Form 4 or

obligations

may continue.

See Instruction

Form 5

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

Check this box if no longer subject to Section 16.

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading Hilton Michael F Issuer Symbol NORDSON CORP [NDSN] (Check all applicable) (Last) (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year) Director 10% Owner Officer (give title Other (specify 28601 CLEMENS ROAD 03/06/2018 below) President & CEO (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting

Person

WESTLAKE, OH 44145

(State)

(Zin)

(City)

(City)	(State)	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)	Code (Instr. 8)	ransactiomr Disposed of (D) ode (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	03/06/2018		Code V M	Amount 16,000	(D)	Price \$ 43.32	225,774	D			
Common Stock	03/06/2018		S	16,000	D	\$ 136.78 (1)	209,774	D (2)			
Common Stock	03/07/2018		M	34,000	A	\$ 43.32	243,774	D			
Common Stock	03/07/2018		S	34,000	D	\$ 137.26 (3)	209,774	D (4)			

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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 Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transacti Code (Instr. 8)	5. Number of or 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)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Options (right to buy)	\$ 43.32	03/06/2018		M		16,000	<u>(5)</u>	12/07/2020	Common Stock	50,000
Employee Stock Options (right to buy)	\$ 43.32	03/07/2018		M		34,000	<u>(5)</u>	12/07/2020	Common Stock	34,000
Employee Stock Options (right to buy)	\$ 43.73						<u>(5)</u>	11/28/2021	Common Stock	55,000
Employee Stock Options (right to buy)	\$ 61.59						<u>(5)</u>	11/28/2022	Common Stock	43,000
Employee Stock Options (right to buy)	\$ 71.75						<u>(5)</u>	11/25/2023	Common Stock	42,700
Employee Stock Options	\$ 79.66						<u>(6)</u>	11/24/2024	Common Stock	49,100

buy)					
Employee Stock Options (right to buy)	\$ 70.91	<u>(7)</u>	11/23/2025	Common Stock	72,800
Employee Stock Options (right to	\$ 107.65	(8)	11/21/2026	Common Stock	60,400

Employee Stock

buy)

Options \$ 127.67

(right to buy)

(9) 11/20/2027 Common Stock 55,800

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Hilton Michael F

28601 CLEMENS ROAD President & CEO

WESTLAKE, OH 44145

Signatures

Gina A. Beredo, Attorney-in-Fact

**Signature of Reporting Person Dat

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).
- 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 \$136.18 to \$137.19. 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 sold at each separate price.
- (2) Exercise of reporting person's stock options that otherwise expire December 7, 2020, 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.
- 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 \$136.22 to \$138.07. 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 sold at each separate price.
- Exercise of reporting person's stock options that otherwise expire December 7, 2020, 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.

Reporting Owners 3

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- (5) All such options have fully vested.
- On November 24, 2014, the Company awarded 49,100 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.
- On November 23, 2015, the Company awarded 72,800 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.
- On November 21, 2016, the Company awarded 60,400 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.
- On November 20, 2017, the Company awarded 55,800 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. 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.