Pembroke Jeffrey A Form 4 November 27, 2018

OMB APPROVAL UNITED STATES SECURITIES AND EXCHANGE COMMISSION **OMB** 3235-0287 Washington, D.C. 20549 Number: Check this box January 31, Expires: if no longer 2005 STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF subject to Estimated average **SECURITIES** Section 16. burden hours per Form 4 or response... 0.5 Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction 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 Pembroke Jeffrey A 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 C/O NORDSON 11/23/2018 below) CORPORATION, 28601 CLEMENS Vice President **ROAD** (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Applicable Line) Filed(Month/Day/Year) _X_ Form filed by One Reporting Person Form filed by More than One Reporting WESTLAKE, OH 44145 Person (City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 3. 5. Amount of 1. Title of 2. Transaction Date 2A. Deemed 4. Securities Acquired 6. 7. Nature of Security (Month/Day/Year) Execution Date, if Transaction(A) or Disposed of (D) Securities Ownership Indirect (Instr. 3) Code (Instr. 3, 4 and 5) Beneficially Form: Beneficial (Month/Day/Year) (Instr. 8) Owned Direct (D) Ownership Following or Indirect (Instr. 4) Reported (A) Transaction(s) (Instr. 4) or (Instr. 3 and 4) Code V Amount (D) Price Common F 92 D $D^{(1)}$ 11/23/2018 9,375 Stock 123.93 By Common Company 139 Ι Stock Savings Plan (2) Bv Common Company 3 I Stock **ESOP Plan**

(3)

Edgar Filing: Pembroke Jeffrey A - Form 4

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

SEC 1474 (9-02)

> 8. Pri Deriv Secur (Instr

 $\label{thm:convergence} \begin{tabular}{ll} Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned \\ (e.g., puts, calls, warrants, options, convertible securities) \end{tabular}$

| 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. Transactic Code (Instr. 8) | 5. onNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | | | 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) | \$ 71.75 | | | | | <u>(4)</u> | 11/25/2023 | Common Stock | 3,200 |
| Employee Stock Options (right to buy) | \$ 79.66 | | | | | <u>(4)</u> | 11/24/2024 | Common Stock | 3,800 |
| Employee Stock Options (right to buy) | \$ 70.91 | | | | | <u>(5)</u> | 11/23/2025 | Common Stock | 7,200 |
| Employee Stock Options (right to buy) | \$ 107.65 | | | | | <u>(6)</u> | 11/21/2026 | Common Stock | 6,500 |
| Employee Stock Options (right to buy) | \$ 127.67 | | | | | <u>(7)</u> | 11/20/2027 | Common Stock | 8,400 |

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Pembroke Jeffrey A

C/O NORDSON CORPORATION 28601 CLEMENS ROAD WESTLAKE, OH 44145 Vice President

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).
- On Novmeber 23, 2015, the Company awarded 900 restricted shares under the Company's 2012 Stock Incentive and Award Plan.

 One-third of the restricted shares vested on each of November 23, 2016, 2017 and 2018. 92 of the 300 shares that vested November 23, 2018 were withheld to cover withholding taxes due upon vesting. The holdings are net of shares previously withheld or sold to cover
- 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) Represents the number of shares attributable to the reporting person's participation in the Company's Savings Plan, exempt pursuant to Rule 16b-3(c).
- (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.
- On November 23, 2015, the Company awarded 7,200 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 exercisable upon vesting.
- On November 21, 2016, the Company awarded 6,500 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 8,400 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.

Reporting Owners 3