

Hilton Michael F
 Form 4
 December 04, 2017

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 *
 Hilton Michael F

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
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 11/30/2017

____ Director
 ____ Officer (give title below)
 ____ 10% Owner
 ____ Other (specify below)
 President & CEO

WESTLAKE, OH 44145

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

(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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	11/30/2017		F		1,166	D	\$ 128.36
Common Stock	12/01/2017		A		22,967	A	\$ 0

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 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					<u>(3)</u> 12/07/2020	Common Stock	50,000	
Employee Stock Options (right to buy)	\$ 43.73					<u>(3)</u> 11/28/2021	Common Stock	55,000	
Employee Stock Options (right to buy)	\$ 61.59					<u>(3)</u> 11/28/2022	Common Stock	43,000	
Employee Stock Options (right to buy)	\$ 71.75					<u>(3)</u> 11/25/2023	Common Stock	42,700	
Employee Stock Options (right to buy)	\$ 79.66					<u>(4)</u> 11/24/2024	Common Stock	49,100	
Employee Stock Options (right to buy)	\$ 70.91					<u>(5)</u> 11/23/2025	Common Stock	72,800	
Employee Stock	\$ 107.65					<u>(6)</u> 11/21/2026	Common Stock	60,400	

Options
(right to
buy)

Employee
Stock

Options \$ 127.67 (7) 11/20/2027 Common Stock 55,800
(right to
buy)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Hilton Michael F 28601 CLEMENS ROAD WESTLAKE, OH 44145			President & CEO	

Signatures

Robert E. Veillette,
Attorney-In-Fact 12/04/2017

__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).

- On November 21, 2016, the Company awarded 7,450 restricted shares under the Company's 2012 Stock Incentive and Award Plan.
- (1) One-third of the restricted shares vested on November 30, 2017, and one-third will vest on each of November 30, 2018 and 2019. 1,166 of the 2,483 shares that vested November 30, 2017 were withheld to cover withholding taxes due upon vesting. The holdings are net of shares previously withheld or sold to cover withholding taxes.
 - (2) Award of performance share units under the Company's 2012 Stock Incentive and Award Plan that were earned upon the achievement of performance measures over a 3-year performance period ended October 31, 2017. The holdings are net of shares previously withheld or sold to cover withholding taxes.
 - (3) All such options have fully vested.
 - (4) 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.
 - (5) 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.
 - (6) 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.
 - (7) 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.