

NORDSON CORP  
Form 4  
September 04, 2014

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2015  
Estimated average burden hours per response... 0.5

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 \*  
**RICHEY VICTOR L JR**

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)  
**09/04/2014**

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
\_\_\_\_ Officer (give title below) \_\_\_\_\_ Other (specify below)

**WESTLAKE, OH 44145**  
  
(City) (State) (Zip)

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

**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 Shares	09/04/2014		S		924	D	\$ 81.90
							(1) (2)

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)**

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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 Derivative Security (Instr. 5)		
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
						Code	V	(A)	(D)	
Restricted Share Units <sup>(3)</sup>	<u>(3)</u>	09/04/2014		J <sup>(4)</sup>	10	<u>(3)</u>	<u>(3)</u>	Common Shares	10	\$ 0
Share Equivalent Units <sup>(5)</sup>	<u>(5)</u>	09/04/2014		J <sup>(6)</sup>	42	<u>(5)</u>	<u>(5)</u>	Common Shares	42	\$ 0

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
RICHEY VICTOR L JR 28601 CLEMENS ROAD WESTLAKE, OH 44145				

## Signatures

Robert E. Veillette, 09/04/2014  
Attorney-In-Fact

*\*\*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) This transaction was executed in multiple trades at prices ranging from \$81.90 to \$81.91.  
The price reported above reflects the weighted average sale price. The reporting person will provide upon request to the SEC staff, Nordson Corporation or a shareholder of Nordson Corporation full information regarding the number of shares and prices at which each transaction was effected.
- (3) Pursuant to the 2012 Stock Incentive and Award Plan, restricted stock units ("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.
- (4) Restricted share units acquired through dividend unit accruals pursuant to the 2012 Stock Incentive and Award Plan.
- (5)

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Share equivalent units accrued through Nordson's Directors' Deferred Compensation Sub-Plan. At time of distribution, share equivalent units convert to common shares on a one-for-one basis. Distribution is not permissible until participant ceases to be a director.

(6) Share equivalent units acquired through dividend payments.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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