

NORDSON CORP  
Form 4  
November 03, 2014

**FORM 4**

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

OMB APPROVAL

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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 \*  
**KEITHLEY JOSEPH P**

(Last) (First) (Middle)

28601 CLEMENS ROAD

(Street)

WESTLAKE, OH 44145

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
**NORDSON CORP [NDSN]**

3. Date of Earliest Transaction  
(Month/Day/Year)  
**10/31/2014**

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

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)
Common Shares				(A) or (D) Price	1,518	D	

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)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Share Units	<u>(1)</u>	10/31/2014		<u>A</u> <sup>(2)</sup>		15		<u>(1)</u>	<u>(1)</u>	Common Shares	15
Restricted Share Units	<u>(1)</u>	10/31/2014		D		1,532		<u>(1)</u>	<u>(1)</u>	Common Shares	1,532
Restricted Share Units	<u>(1)</u>	10/31/2014		<u>D</u> <sup>(2)</sup>		15		<u>(1)</u>	<u>(1)</u>	Common Shares	15
Share Equivalent Units	<u>(3)</u>	10/31/2014		<u>A</u> <sup>(3)</sup>		1,532		<u>(3)</u>	<u>(3)</u>	Common Shares	1,532
Share Equivalent Units	<u>(4)</u>	10/31/2014		<u>A</u> <sup>(4)</sup>		15		<u>(4)</u>	<u>(4)</u>	Common Shares	15
Restricted Share Units	<u>(5)</u>							<u>(5)</u>	<u>(5)</u>	Common Shares	<u>(5)</u>
Share Equivalent Units	<u>(6)</u>	10/31/2014		<u>J</u> <sup>(7)</sup>		383		<u>(6)</u>	<u>(6)</u>	Common Shares	383

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
KEITHLEY JOSEPH P 28601 CLEMENS ROAD WESTLAKE, OH 44145				

## Signatures

Robert E. Veillette,  
Attorney-In-Fact

11/03/2014

\_\_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).

Restricted share units ("RSUs") granted November 1, 2013. RSUs vest one year after the grant date. Under the Directors Deferred

(1) 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.

Restricted share units ("RSU") accrued through dividend payments during the vesting period of the RSUs that were granted on November 1, 2013 pursuant to the 2012 Stock Incentive and Award Plan. The RSUs that accrued through dividend payments vest according to the related RSUs. Each RSU acquired from dividend payments is the economic equivalent to one share of Nordson common stock.

(3) Upon vesting of the RSUs granted on November 1, 2013, the reporting person deferred the receipt of Common shares and received share equivalent units instead, pursuant to 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.

(4) Upon vesting of the dividend units related to the RSUs granted on November 1, 2013, the reporting person deferred the receipt of Common shares and received share equivalent units instead, pursuant to 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.

(5) Restricted share units acquired through deferral of the November 28, 2012 grant of restricted shares under the Directors' Deferred Compensation Plan. Restricted share units vest two (2) years after the grant date and convert to an equal number of share equivalent units on the vesting date.

(6) Share Equivalent Units accrued through Nordson's Directors' Deferred Compensation 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.

(7) Share equivalent units accrued 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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