

MERK GREGORY P
Form 4
April 08, 2019

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 *
MERK GREGORY P

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)

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

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

28601 CLEMENS ROAD

04/05/2019

Executive Vice President

(Street)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
X Form filed by One Reporting Person
___ Form filed by More than One Reporting Person

WESTLAKE, OH 44145

(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 Indirect Beneficial Ownership (Instr. 4)
			Code	V Amount (A) or (D) Price			
Common Stock	04/05/2019		S	5,860 D \$ 137.14	59,607 ⁽¹⁾	D	
Common Stock					366 ⁽²⁾	I	By Company Savings Plan

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 of Underlying Security (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	9,000	
Employee Stock Options (right to buy)	\$ 43.73					<u>(3)</u> 11/28/2021	Common Stock	10,000	
Employee Stock Options (right to buy)	\$ 61.59					<u>(3)</u> 11/28/2022	Common Stock	7,600	
Employee Stock Options (right to buy)	\$ 71.75					<u>(3)</u> 11/25/2023	Common Stock	7,600	
Employee Stock Options (right to buy)	\$ 79.66					<u>(3)</u> 11/24/2024	Common Stock	8,300	
Employee Stock Options (right to buy)	\$ 70.91					<u>(4)</u> 11/23/2025	Common Stock	13,400	
Employee Stock	\$ 107.65					<u>(5)</u> 11/21/2026	Common Stock	10,000	

Options
(right to
buy)

Employee
Stock

Options \$ 127.67
(right to
buy)

(6) 11/20/2027 Common Stock 9,000

Employee
Stock

Options \$ 124.9
(right to
buy)

(7) 11/26/2028 Common Stock 8,800

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MERK GREGORY P 28601 CLEMENS ROAD WESTLAKE, OH 44145			Executive Vice President	

Signatures

Gina A. Beredo 04/08/2019

**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) The total holdings include 77 shares accrued from dividend payments through participation in the Company's Dividend Reinvestment Plan
- (2) Represents the number of shares attributable to the reporting person's participation in the Company Savings Plan, exempt pursuant to Rule 16b-3(c).
- (3) All such options have fully vested.
- (4) The options vest in 4 equal annual installments beginning on November 23, 2016.
- (5) The options vest in 4 equal annual installments beginning on November 21, 2017.
- (6) The options vest in 4 equal annual installments beginning on November 20, 2018.
- (7) The options vest in 4 equal annual installments beginning on November 26, 2019.

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.