

VEILLETTE ROBERT E  
Form 4  
November 22, 2017

**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 \*  
VEILLETTE ROBERT E

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)  
11/20/2017

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
\_\_\_\_ Officer (give title below) \_\_\_\_\_ Other (specify below)  
VP, General Counsel & Sec

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 Indirect Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
|                                 |                                      |  | Code                           | V Amount (A) or (D) Price   |   |  |  |
| Common Stock                    | 09/21/2017                           |  | G                              | V 100 D \$ 0  | 50,016  | D (1)  |  |
| Common Stock                    | 11/20/2017                           |  | A                              | 1,600 A \$ 0  | 51,834  | D (2)  |  |
| Common Stock                    |                                      |  |                                |   | 2,131   | I  | By Company ESOP Plan (3)                   |
| Common Stock                    |                                      |  |                                |   | 502   | I  | By Company Savings                         |

Plan <sup>(4)</sup>

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)

| 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)      | \$ 14.37   |                                      |  |                                |   | <sup>(5)</sup> 12/04/2018                                |   | Common Stock  | 17,000                     |
| Employee Stock Options (right to buy)      | \$ 27.26   |                                      |  |                                |   | <sup>(5)</sup> 12/03/2019                                |   | Common Stock  | 8,000                      |
| Employee Stock Options (right to buy)      | \$ 43.32   |                                      |  |                                |   | <sup>(5)</sup> 12/07/2020                                |   | Common Stock  | 6,400                      |
| Employee Stock Options (right to buy)      | \$ 43.73   |                                      |  |                                |   | <sup>(5)</sup> 11/28/2021                                |   | Common Stock  | 8,800                      |
| Employee Stock Options (right to buy)      | \$ 61.59   |                                      |  |                                |   | <sup>(5)</sup> 11/28/2022                                |   | Common Stock  | 7,100                      |

|                              |           |     |            |                 |        |
|------------------------------|-----------|-----|------------|-----------------|--------|
| buy)                         |           |     |            |                 |        |
| Employee<br>Stock<br>Options | \$ 71.75  | (6) | 11/25/2023 | Common<br>Stock | 6,900  |
| (right to<br>buy)            |           |     |            |                 |        |
| Employee<br>Stock<br>Options | \$ 79.66  | (7) | 11/24/2024 | Common<br>Stock | 7,600  |
| (right to<br>buy)            |           |     |            |                 |        |
| Employee<br>Stock<br>Options | \$ 70.91  | (8) | 11/23/2025 | Common<br>Stock | 11,000 |
| (right to<br>buy)            |           |     |            |                 |        |
| Employee<br>Stock<br>Options | \$ 107.65 | (9) | 11/21/2026 | Common<br>Stock | 8,600  |
| (right to<br>buy)            |           |     |            |                 |        |

## Reporting Owners

| Reporting Owner Name / Address                                 | Relationships |           |                                    |       |
|--|---------------|-----------|------------------------------------|-------|
|  | Director      | 10% Owner | Officer                            | Other |
| VEILLETTE ROBERT E<br>28601 CLEMENS ROAD<br>WESTLAKE, OH 44145 |               |           | VP,<br>General<br>Counsel &<br>Sec |       |

## Signatures

Robert E.  
Veillette 11/22/2017

       \*\*Signature of                          Date  
Reporting Person

## 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) On September 21, 2017, the reporting person made a gift of shares. For tax purposes, the value date of the shares delivered is the date the gift was made.

On November 20, 2017, the Company awarded 1,600 performance shares under the Company's 2012 Stock Incentive and Award Plan, which represent the right to receive shares contingent upon the achievement of performance measures over a 3-year performance period.

(2) Shares that are earned upon the attainment of the applicable performance targets settle in January 2021. The ultimate number of shares earned is subject to adjustment based on actual performance. The holdings include 218 shares acquired through dividend payments and participation in the Company's Dividend Reinvestment Plan and are net of shares previously withheld or sold to cover withholding taxes.

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(3) Represents the number of shares attributable to the reporting person's participation in the Company Stock Fund of the Nordson Employee Stock Ownership Plan, exempt pursuant to Rule 16b-3(c).

(4) 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).

(5) All such options have fully vested.

(6) On November 25, 2013, the Company awarded 6,900 stock options under the Company's 2012 Stock Incentive and Award Plan. The options vest in 4 equal annual installments beginning on November 25, 2014. The vested portions of such options will become exercisable upon vesting.

(7) On November 24, 2014, the Company awarded 7,600 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.

(8) On November 23, 2015, the Company awarded 11,000 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.

(9) On November 21, 2016, the Company awarded 8,600 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.

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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