

THAXTON GREGORY A  
Form 4  
December 04, 2018

**FORM 4** UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2005  
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 \*  
THAXTON GREGORY A

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)  
11/30/2018

\_\_\_\_ Director  
\_\_\_\_ Officer (give title below) \_\_\_\_\_ 10% Owner  
\_\_\_\_ Other (specify below)  
Executive Vice President, CFO

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 Beneficial Ownership (Instr. 4) |        |                  |                                        |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|-------------------------------------------------------|--------|------------------|----------------------------------------|
|                                 |                                      |                                                    | Code                           | V                                                                 | Amount                                                                                        | (A) or (D)                                               | Price                                                 |        |                  |                                        |
| Common Stock                    | 11/30/2018                           |                                                    | F                              |                                                                   | 267                                                                                           | D                                                        | \$ 123.93                                             | 53,361 | D <sup>(1)</sup> |                                        |
| Common Stock                    | 11/30/2018                           |                                                    | F                              |                                                                   | 237                                                                                           | D                                                        | \$ 123.93                                             | 53,124 | D <sup>(2)</sup> |                                        |
| Common Stock                    |                                      |                                                    |                                |                                                                   |                                                                                               |                                                          |                                                       | 7,256  | I                | By Company Savings Plan <sup>(3)</sup> |
| Common Stock                    |                                      |                                                    |                                |                                                                   |                                                                                               |                                                          |                                                       | 1,400  | I                | By Company ESOP Plan                   |

(4)

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

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)      | \$ 27.26                                               |                                      |                                                    |                                |                                                                                         | (5) 12/03/2019                                           |                                                               | Common Stock                                                | 11,250                     |
| Employee Stock Options (right to buy)      | \$ 43.32                                               |                                      |                                                    |                                |                                                                                         | (5) 12/07/2020                                           |                                                               | Common Stock                                                | 11,400                     |
| Employee Stock Options (right to buy)      | \$ 43.73                                               |                                      |                                                    |                                |                                                                                         | (5) 11/28/2021                                           |                                                               | Common Stock                                                | 13,000                     |
| Employee Stock Options (right to buy)      | \$ 61.59                                               |                                      |                                                    |                                |                                                                                         | (5) 11/28/2022                                           |                                                               | Common Stock                                                | 11,000                     |
| Employee Stock Options (right to buy)      | \$ 71.75                                               |                                      |                                                    |                                |                                                                                         | (5) 11/25/2023                                           |                                                               | Common Stock                                                | 11,000                     |

|                                                   |           |     |            |                 |        |
|---------------------------------------------------|-----------|-----|------------|-----------------|--------|
| buy)                                              |           |     |            |                 |        |
| Employee<br>Stock<br>Options<br>(right to<br>buy) | \$ 79.66  | (5) | 11/24/2024 | Common<br>Stock | 12,200 |
| Employee<br>Stock<br>Options<br>(right to<br>buy) | \$ 70.91  | (6) | 11/23/2025 | Common<br>Stock | 17,200 |
| Employee<br>Stock<br>Options<br>(right to<br>buy) | \$ 107.65 | (7) | 11/21/2026 | Common<br>Stock | 14,000 |
| Employee<br>Stock<br>Options<br>(right to<br>buy) | \$ 127.67 | (8) | 11/20/2027 | Common<br>Stock | 12,500 |
| Employee<br>Stock<br>Options<br>(right to<br>buy) | \$ 124.9  | (9) | 11/26/2028 | Common<br>Stock | 11,800 |

## Reporting Owners

| Reporting Owner Name / Address                                | Relationships |           |                               |       |
|---------------------------------------------------------------|---------------|-----------|-------------------------------|-------|
|                                                               | Director      | 10% Owner | Officer                       | Other |
| THAXTON GREGORY A<br>28601 CLEMENS ROAD<br>WESTLAKE, OH 44145 |               |           | Executive Vice President, CFO |       |

## Signatures

Gina A. Beredo,  
Attorney-in-Fact

12/04/2018

\*\*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) On November 21, 2016, the Company awarded 1,800 restricted shares under the Company's 2012 Stock Incentive and Award Plan. One-third of the restricted shares vested on each of November 30, 2017 and 2018, and one-third will vest on November 30, 2019. 267 of the 600 shares that vested November 30, 2018 were withheld to cover withholding taxes due upon vesting. The holdings are net of shares

## Edgar Filing: THAXTON GREGORY A - Form 4

previously withheld or sold to cover withholding taxes.

(2) On November 20, 2017, the Company granted 1,600 restricted shares under the Company's 2012 Equity Incentive Plan. One-third of the restricted shares vested on November 30, and one-third will vest on each of November 30, 2019 and 2020. 237 of the 533 shares that vested November 30, 2018 were withheld to cover withholding taxes due upon vesting. The holdings are net of shares previously withheld or sold to cover withholding taxes.

(3) 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).

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

(5) All such options have fully vested

(6) On November 23, 2015, the Company granted 2,400 restricted shares under the Company's 2005 Equity Incentive Plan. One-third of the restricted shares will vest on each of November 23, 2015, 2016, and 2017. 355 of the 800 shares that vested November 23, 2018 were withheld to cover withholding taxes due upon vesting. The holdings are net of shares previously withheld or sold to cover withholding taxes.

(7) On November 21, 2016, the Company awarded 14,000 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.

(8) On November 20, 2017, the Company awarded 12,500 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.

(9) On November 26, 2018, the Company awarded 11,800 stock options under the Company's 2012 Stock Incentive and Award Plan. The options vest in 4 equal annual installments beginning on November 26, 2019. 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.