NORDSON CORP Form 4

November 26, 2014

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB agas

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OMB APPROVAL

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obligations

may continue.

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

See Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * BLOOMFIELD DOUGLAS C		C Symbol	r Name and Ticker or Trading SON CORP [NDSN]	5. Relationship of Reporting Person(s) to Issuer			
(Last)	(First) (N	Middle) 3. Date o	f Earliest Transaction	(Check all applicable)			
28601 CLE	MENS ROAD	(Month/I 11/24/2	Day/Year) 014	Director 10% Owner Officer (give title Other (specify below) Vice President			
	(Street)	4. If Ame	endment, Date Original	6. Individual or Joint/Group Filing(Check			
WESTI AV	E OH 44145	Filed(Mo	nth/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting			
WESTLAK	E, OH 44145			Person			
(City)	(State)	(Zip) Tab	le I - Non-Derivative Securities A	equired, Disposed of, or Beneficially Owned			
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	e 2A. Deemed Execution Date, if any (Month/Day/Year)	3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 8) (Instr. 3, 4 and 5) (A) or Code V Amount (D) Price	5. Amount of Securities Form: Direct Indirect Beneficially (D) or Beneficial Owned Indirect (I) Ownership Following (Instr. 4) (Instr. 4) Reported Transaction(s) (Instr. 3 and 4)			
Common Shares	11/24/2014		$A_{\underline{(1)}}$ 1,200 A \$ 0	10,539 <u>(2)</u> D			
Common Shares				3,386 (3) I Company ESOP and 401(k) 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. Transacti Code (Instr. 8)	5. Number conf 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
Employee Stock Option (right to buy)	\$ 79.66	11/24/2014		A(4)	7,900	<u>(4)</u>	11/24/2024	Common Shares	7,900
Share Equivalent Units	<u>(5)</u>	11/24/2014		J <u>(6)</u>	144	<u>(5)</u>	<u>(5)</u>	Common Shares	144

Reporting Owners

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		
BLOOMFIELD DOUGLAS C						
28601 CLEMENS ROAD			Vice President			
WESTLAKE, OH 44145						

Signatures

Robert E. Veillette, Attorney-In-Fact

**Signature of Reporting Person D

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) Grant of restricted common shares pursuant to the 2012 Stock and Incentive Award Plan. Restriction on transfer of one-third of the shares lapses annually for three years following date of grant.
- (2) Includes 239 shares acquired through participation in the Company's Dividend Reinvestment Plan.
- (3) Balance as of October 31, 2014.
- (4) Grant to reporting person of option to purchase shares of Common Stock under the 2012 Stock Incentive and Award Plan, exercisable in annual increments of 25% on a cumulative basis beginning November 24, 2015.

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- (5) Share equivalent units acquired through deferral of performance shares awarded under Amended and Restated 2004 Long Term
 Performance Plan. Deferrals are made to the Nordson Stock Measurement Fund of the Amended and Restated 2005 Deferred
 Compensation Plan. Share equivalent units are settled in common shares at reporting person's termination of employment or retirement subject to delayed distribution rules of Internal Revenue Code Section 409(A).
- (6) 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. 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.