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 APPROVAL OMB

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obligations may continue. See Instruction

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

1(b).

Shares

(Print or Type Responses)

1. Name and Address of Reporting Person * VEILLETTE ROBERT E		2. Issuer Name and Ticker or Trading Symbol				ng	5. Relationship of Reporting Person(s) to Issuer			
			NORDSON CORP [NDSN]			(Check all applicable)				
(Last) 28601 CLE	(First) MENS ROAD	(Middle)	3. Date of (Month/D 11/24/20					Director Officer (give title to below) VP, General Counsel & Sec		
(Street) 4. If Amer			ndment, Date Original				6. Individual or Joint/Group Filing(Check			
Filed(M			Filed(Mon	d(Month/Day/Year)				Applicable Line)		
WESTLAK						_X_ Form filed by One Reporting Person Form filed by More than One Reporting Person				
(City)	(State)	(Zip)	Table	e I - Non-D	erivative (Secur	ities Ac	quired, Disposed	of, or Beneficia	ally Owned
1.Title of Security (Instr. 3)	2. Transaction D (Month/Day/Yea	r) Executi any	emed on Date, if /Day/Year)	3. Transactic Code (Instr. 8)	4. SecurionAcquired Disposed (Instr. 3,	d (A) o))	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)
Common Shares	11/24/2014			A <u>(1)</u>	1,200	A	\$0	11,808 (2)	D	
Common								2 550 (3)	ī	Company ESOP and

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

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 $2,550^{(3)}$

ESOP and

401(k) Plan

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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. Transact Code (Instr. 8)	5. Number ion Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exer Expiration D (Month/Day)	ate	7. Title and Underlying (Instr. 3 and	Securities
				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)	7,600	<u>(4)</u>	11/24/2024	Common Shares	7,600
Share Equivalent Units	<u>(5)</u>	11/24/2014		J <u>(6)</u>	86	<u>(5)</u>	<u>(5)</u>	Common Shares	86

Reporting Owners

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

Signatures

Robert E. Veillette	11/26/2014	
**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).
- (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 272 shares acquired through participation in the Company's Dividend Reinvestment Plan.
- (3) Balance as of October 31, 2014.

(4)

Reporting Owners 2

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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.

- 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.