NORDSON CORP Form 4 January 06, 2015

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

30(h) of the Investment Company Act of 1940

OMB APPROVAL

OMB 3235-0287 Number: January 31,

Expires: 2005 Estimated average

burden hours per response... 0.5

Check this box if no longer subject to Section 16. Form 4 or

SECURITIES Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue.

(Print or Type Responses)

1(b).

(Last)

(City)

See Instruction

1. Name and Address of Reporting Person * 2. Issuer Name and Ticker or Trading Hilton Michael F Symbol

(Middle)

(Zip)

NORDSON CORP [NDSN]

(Month/Day/Year)

3. Date of Earliest Transaction

01/02/2015

4. If Amendment, Date Original

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

President & CEO

6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year)

Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting

Person

WESTLAKE, OH 44145

28601 CLEMENS ROAD

(First)

(Street)

(State)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1.Title of 2. Transaction Date 2A. Deemed 3. 4. Securities Acquired 5. Amount of 6. Ownership 7. Nature of Security (Month/Day/Year) Execution Date, if Transaction(A) or Disposed of (D) Securities Form: Direct Indirect (Instr. 3) Code (Instr. 3, 4 and 5) Beneficially (D) or Beneficial (Month/Day/Year) Owned Indirect (I) Ownership (Instr. 8) Following (Instr. 4) (Instr. 4) Reported (A) Transaction(s) (Instr. 3 and 4) Code V Amount (D) Price

2,119 Common 01/02/2015 F D 35,611 D 78.25 (1) Shares

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

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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8. Price Derivati Security (Instr. 5

| 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. Transactic Code (Instr. 8) | 5. 6. Date Exercisable and onNumber of (Month/Day/Year) Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | | ate | 7. Title and A Underlying S (Instr. 3 and | Securities |
|---|---|---|---|--|--|---------------------|--------------------|---|--|
| | | | | Code V | (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Share Equivalent Units | <u>(2)</u> | | | | | (2) | (2) | Common Shares | <u>(2)</u> |

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Hilton Michael F 28601 CLEMENS ROAD WESTLAKE, OH 44145

President & CEO

Signatures

Robert E. Veillette, Attorney-In-Fact

01/06/2015

**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).
- These shares were withheld to cover taxes on the 1/2/2015 settlement date for the performance share units that were reported on December 2, 2014.
 - Share equivalent units acquired through deferral of performance shares awarded under the 2012 Stock Incentive and Award Plan.
- (2) Deferrals are made to the Nordson Stock Measurement Fund of the 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).

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.

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