

MERK GREGORY P
Form 4/A
January 29, 2018

FORM 4

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

OMB APPROVAL

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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 *
MERK GREGORY P

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)
Senior Vice President

WESTLAKE, OH 44145
(City) (State) (Zip)

4. If Amendment, Date Original Filed(Month/Day/Year)
11/22/2017

6. Individual or Joint/Group Filing(Check Applicable Line)
X Form filed by One Reporting Person
___ Form filed by More than One Reporting Person

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	08/28/2017		G	20 D \$ 0	49,710	D ⁽¹⁾	
Common Stock					364	I	By Company Savings Plan ⁽²⁾

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. 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 of Underlying Security (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					<u>(3)</u> 12/03/2019	Common Stock	12,200	
Employee Stock Options (right to buy)	\$ 43.32					<u>(3)</u> 12/07/2020	Common Stock	9,000	
Employee Stock Options (right to buy)	\$ 43.73					<u>(3)</u> 11/28/2021	Common Stock	10,000	
Employee Stock Options (right to buy)	\$ 61.59					<u>(3)</u> 11/28/2022	Common Stock	7,600	
Employee Stock Options (right to buy)	\$ 71.75					<u>(4)</u> 11/25/2023	Common Stock	7,600	
Employee Stock Options (right to buy)	\$ 79.66					<u>(5)</u> 11/24/2024	Common Stock	8,300	
Employee Stock	\$ 70.91					<u>(6)</u> 11/23/2025	Common Stock	13,400	

Options
(right to
buy)

Employee
Stock

Options	\$ 107.65	(7)	11/21/2026	Common Stock	10,000
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Employee
Stock

Options	\$ 127.67	(8)	11/20/2027	Common Stock	9,000
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Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

MERK GREGORY P
28601 CLEMENS ROAD
WESTLAKE, OH 44145

Senior Vice President

Signatures

Gina A. Beredo,
Attorney-In-Fact

01/29/2018

 **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) A gift of shares was omitted from the reporting person's original Form 4 filed on November 22, 2017, and also omitted from the three Forms 4 filed by the reporting person thereafter, resulting in the net holdings balance in column 5 to be overstated by 20 shares. On August 28, 2017, the reporting person gifted a total of 20 shares. For tax purposes, the value date of the shares delivered is the date a gift was made.

(2) 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).

(3) All such options have fully vested.

(4) On November 25, 2013, 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 25, 2014. The vested portions of such options will become exercisable upon vesting.

(5) On November 24, 2014, the Company awarded 8,300 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.

(6) On November 23, 2015, the Company awarded 13,400 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.

(7)

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On November 21, 2016, the Company awarded 10,000 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 9,000 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.

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.