

NORDSON CORP
Form 4/A
November 29, 2016

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 *
THAXTON GREGORY A

(Last) (First) (Middle)
28601 CLEMENS ROAD
(Street)

WESTLAKE, OH 44145

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
NORDSON CORP [NDSN]

3. Date of Earliest Transaction (Month/Day/Year)
11/23/2016

4. If Amendment, Date Original Filed(Month/Day/Year)
11/28/2016

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

____ Director _____ 10% Owner
____ Officer (give title below) _____ Other (specify below)
Senior Vice President, CFO

6. Individual or Joint/Group Filing(Check Applicable Line)
 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 Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock | 11/23/2016 | | F | | 259 | D | \$ 109.14 |
| Common Stock | 11/24/2016 | | F | | 195 | D | \$ 109.95 |
| Common Stock | 11/25/2016 | | F | | 195 | D | \$ 109.95 |
| Common Stock | | | | | | | |
| | | | | | 1,381 | I | |
| | | | | | 7,201 | I | |

By
Company
ESOP Plan
(4)

Common
Stock

By
Company
Savings
Plan ⁽⁵⁾

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) | \$ 26.46 | | | | | <u>(6)</u> 12/05/2017 | | Common Stock | 3,200 |
| Employee Stock Options (right to buy) | \$ 14.37 | | | | | <u>(6)</u> 12/04/2018 | | Common Stock | 13,100 |
| Employee Stock Options (right to buy) | \$ 27.26 | | | | | <u>(6)</u> 12/03/2019 | | Common Stock | 11,250 |
| Employee Stock Options (right to buy) | \$ 43.32 | | | | | <u>(6)</u> 12/07/2020 | | Common Stock | 11,400 |
| | \$ 43.73 | | | | | <u>(6)</u> 11/28/2021 | | | 13,000 |

| | | | | | |
|---|-----------|-------------|------------|-----------------|--------|
| Employee Stock Options (right to buy) | | | | Common Stock | |
| Employee Stock Options (right to buy) | \$ 61.59 | <u>(6)</u> | 11/28/2022 | Common Stock | 11,000 |
| Employee Stock Options (right to buy) | \$ 71.75 | <u>(7)</u> | 11/25/2023 | Common Stock | 11,000 |
| Employee Stock Options (right to buy) | \$ 79.66 | <u>(8)</u> | 11/24/2024 | Common Stock | 12,200 |
| Employee Stock Options (right to buy) | \$ 70.91 | <u>(9)</u> | 11/23/2025 | Common Stock | 17,200 |
| Employee Stock Options (right to buy) | \$ 107.65 | <u>(10)</u> | 11/21/2026 | Common Stock | 14,000 |

Reporting Owners

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

Signatures

| | |
|--|------------|
| Robert E. Veillette, Attorney-In-Fact | 11/29/2016 |
|--|------------|

**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 28, 2016 a Form 4 was filed over reporting that 376 of the 800 shares that vested November 23, 2016 were withheld to cover withholding taxes due upon vesting of restricted shares. The correct number of shares withheld to cover taxes on this vesting was 259 shares. The holdings are net of shares previously withheld or sold to cover withholding taxes.
- (2) On November 28, 2016 a Form 4 was filed over reporting that 282 of the 600 shares that vested November 24, 2016 were withheld to cover withholding taxes due upon vesting of restricted shares. The correct number of shares withheld to cover taxes on this vesting was 195 shares. The holdings are net of shares previously withheld or sold to cover withholding taxes.
- (3) On November 28, 2016 a Form 4 was filed over reporting that 282 of the 600 shares that vested November 25, 2016 were withheld to cover withholding taxes due upon vesting of restricted shares. The correct number of shares withheld to cover taxes on this vesting was 195 shares. The holdings are net of shares previously withheld or sold to cover withholding taxes.
- (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). The reporting person disclaims beneficial ownership of these securities.
- (5) 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). The reporting person disclaims beneficial ownership of these securities.
- (6) All such options have fully vested
- (7) On November 25, 2013, the Company awarded 11,000 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.
- (8) On November 24, 2014, the Company awarded 12,200 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.
- (9) On November 23, 2015, the Company awarded 17,200 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.
- (10) 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.

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.