

THAXTON GREGORY A
Form 4
January 07, 2019

FORM 4

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

OMB APPROVAL

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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

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

3. Date of Earliest Transaction (Month/Day/Year)
01/03/2019

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

Executive Vice President, CFO

(Street)

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

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

WESTLAKE, OH 44145

(City) (State) (Zip)

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	01/03/2019		A	8,894 (1) A \$ 0	61,661	D	
Common Stock	01/03/2019		F	3,945 (2) D \$ 112.76	57,716	D	

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 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)	\$ 43.32					<u>(3)</u> 12/07/2020		Common Stock	11,400
Employee Stock Options (right to buy)	\$ 43.73					<u>(3)</u> 11/28/2021		Common Stock	13,000
Employee Stock Options (right to buy)	\$ 61.59					<u>(3)</u> 11/28/2022		Common Stock	11,000
Employee Stock Options (right to buy)	\$ 71.75					<u>(3)</u> 11/25/2023		Common Stock	11,000
Employee Stock Options (right to buy)	\$ 79.66					<u>(3)</u> 11/24/2024		Common Stock	12,200
Employee Stock Options (right to buy)	\$ 70.91					<u>(4)</u> 11/23/2025		Common Stock	17,200
Employee Stock	\$ 107.65					<u>(5)</u> 11/21/2026		Common Stock	14,000

Options
(right to
buy)

Employee
Stock

Options \$ 127.67
(right to
buy)

(6)

11/20/2027

Common
Stock

12,500

Employee
Stock

Options \$ 124.9
(right to
buy)

(7)

11/26/2028

Common
Stock

11,800

Reporting Owners

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

Signatures

Gina A. Beredo 01/07/2019

**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) Shares issued in connection with settlement of performance award based upon achievement of performance measures for period 2016-2018.
 - (2) Shares withheld to cover withholding taxes due upon settlement of the performance award for period 2016-2018.
 - (3) All such options have fully vested.
 - (4) The options vest in 4 equal annual installments beginning on November 23, 2016.
 - (5) The options vest in 4 equal annual installments beginning on November 21, 2017.
 - (6) The options vest in 4 equal annual installments beginning on November 20, 2018.
 - (7) The options vest in 4 equal annual installments beginning on November 26, 2019.

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.