

Hilton Michael F
 Form 4
 November 28, 2018

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 *
 Hilton Michael F

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)
 11/26/2018

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

WESTLAKE, OH 44145

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

(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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V Amount (D) Price | | | |
| Common Stock | 11/26/2018 | | A | 6,400 A \$ 0 | 215,121 | D (1) | |
| Common Stock | 11/26/2018 | | A | 12,700 A \$ 0 | 228,513 | D (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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title Amount or Number of Shares |
| Employee Stock Options (right to buy) | \$ 61.59 | | | | | <u>(3)</u> 11/28/2022 | Common Stock 43,000 |
| Employee Stock Options (right to buy) | \$ 71.75 | | | | | <u>(3)</u> 11/25/2023 | Common Stock 42,700 |
| Employee Stock Options (right to buy) | \$ 79.66 | | | | | <u>(3)</u> 11/24/2024 | Common Stock 49,100 |
| Employee Stock Options (right to buy) | \$ 70.91 | | | | | <u>(4)</u> 11/23/2025 | Common Stock 72,800 |
| Employee Stock Options (right to buy) | \$ 107.65 | | | | | <u>(5)</u> 11/21/2026 | Common Stock 60,400 |
| Employee Stock Options (right to buy) | \$ 127.67 | | | | | <u>(6)</u> 11/20/2027 | Common Stock 55,800 |
| Employee Stock Options (right to buy) | \$ 124.9 | 11/26/2018 | | A | 51,400 | <u>(7)</u> 11/23/2028 | Common Stock 51,400 |

buy)

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-----------------|-------|
| | Director | 10% Owner | Officer | Other |
| Hilton Michael F 28601 CLEMENS ROAD WESTLAKE, OH 44145 | | | President & CEO | |

Signatures

| | |
|-------------------------------------|------------|
| Gina A. Beredo, Attorney-in-Fact | 11/28/2018 |
|-------------------------------------|------------|

**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) On November 26, 2018, the Company awarded 6,400 restricted shares under the Company's 2012 Stock Incentive and Award Plan for Fiscal Year 2019. One-third of the restricted shares will vest on each of November 26, 2019, 2020 and 2021.
On November 26, 2018, the Company awarded 12,700 performance shares under the Company's 2012 Stock Incentive and Award Plan, which represent the right to receive shares contingent upon the achievement of performance measures over a 3-year performance period.
- (2) Shares that are earned upon the attainment of the applicable performance targets settle in January 2022. The ultimate number of shares earned is subject to adjustment based on actual performance. The holdings include 692 shares acquired through dividend payments and participation in the Company's Dividend Reinvestment Plan and are net of shares previously withheld or sold to cover withholding taxes.
- (3) All such options have fully vested.
On November 23, 2015, the Company granted 72,800 stock options under the Company's 2012 Stock Incentive and Award Plan. The
- (4) options vest in 4 equal annual installments beginning on November 23, 2016. The vested portions of such options will become exercisable upon vesting.
On November 21, 2016, the Company awarded 60,400 stock options under the Company's 2012 Stock Incentive and Award Plan. The
- (5) options vest in 4 equal annual installments beginning on November 21, 2017. The vested portions of such options will become exercisable upon vesting.
On November 20, 2017, the Company awarded 55,800 stock options under the Company's 2012 Stock Incentive and Award Plan. The
- (6) options vest in 4 equal annual installments beginning on November 20, 2018. The vested portions of such options will become exercisable upon vesting.
On November 26, 2018 the Company awarded 51,400 stock options under the Company's 2012 Stock Incentive and Award Plan. The
- (7) options vest in 4 equal annual installments beginning on November 26, 2019. The vested portion 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.