

Hilton Michael F
 Form 4
 April 04, 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 *
 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)

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

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

28601 CLEMENS ROAD

04/02/2019

President, CEO

(Street)

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

6. Individual or Joint/Group Filing(Check Applicable Line)

WESTLAKE, OH 44145

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 Indirect Ownership (Instr. 4)
			Code	V Amount (A) or (D) Price			
Common Stock	04/02/2019		F	1,102 (1) D \$ 136.45	232,437 (2) D		
Common Stock	04/02/2019		F	1,982 (3) D \$ 136.45	230,455 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)	\$ 61.59					<u>(4)</u>	11/28/2022	Common Stock	43,000
Employee Stock Options (right to buy)	\$ 71.75					<u>(4)</u>	11/25/2023	Common Stock	42,700
Employee Stock Options (right to buy)	\$ 79.66					<u>(4)</u>	11/24/2024	Common Stock	49,100
Employee Stock Options (right to buy)	\$ 70.91					<u>(5)</u>	11/23/2025	Common Stock	72,800
Employee Stock Options (right to buy)	\$ 107.65					<u>(6)</u>	11/21/2026	Common Stock	60,400
Employee Stock Options (right to buy)	\$ 127.67					<u>(7)</u>	11/20/2027	Common Stock	55,800
Employee Stock	\$ 124.9					<u>(8)</u>	11/26/2028	Common Stock	51,400

Options
(right to
buy)

Reporting Owners

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

Signatures

Gina A. Beredo 04/04/2019
 __Signature of Date
 Reporting Person

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 21, 2016, the Company awarded 7,450 restricted stock under the Amended and Restated Nordson Corporation 2012 Stock Incentive and Award Plan. The shares will fully vest on November 21, 2019. In February 2019, the Compensation Committee approved the lapse of restrictions with respect to 1,102 of such shares in order for the reporting person to satisfy tax obligations for restricted shares that are no longer subject to forfeiture under IRC 83(a) due to retirement eligibility under the Amended and Restated Nordson Corporation 2012 Stock Incentive and Award Plan and Grant Notice. The remaining shares will continue to be subject to the restrictions until vesting per the Grant Notice.
 - (2) The total holdings include 364 shares accrued from dividend payments through participation in the Company's Amended and Restated 2005 Deferred Compensation Plan.

On November 20, 2017, the Company awarded 6,700 restricted stock under the Amended and Restated Nordson Corporation 2012 Stock Incentive and Award Plan. The shares will fully vest on November 20, 2020. In February 2019, the Compensation Committee approved the lapse of restrictions with respect to 1,982 of such shares in order for the reporting person to satisfy tax obligations for restricted shares that are no longer subject to forfeiture under IRC 83(a) due to retirement eligibility under the Amended and Restated Nordson Corporation 2012 Stock Incentive and Award Plan and Grant Notice. The remaining shares will continue to be subject to the restrictions until vesting per the Grant Notice.
 - (3) All such options have fully vested.
 - (5) The options vest in 4 equal annual installments beginning on November 23, 2016.
 - (6) The options vest in 4 equal annual installments beginning on November 21, 2017.
 - (7) The options vest in 4 equal annual installments beginning on November 20, 2018.
 - (8) 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.