NORDSON CORP Form 4

November 27, 2013

# FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

**OMB APPROVAL OMB** 

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obligations may continue. See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * THAXTON GREGORY A		Symbo	2. Issuer Name <b>and</b> Ticker or Trading Symbol NORDSON CORP [NDSN]				5. Relationship of Reporting Person(s) to Issuer			
	(F' t)					(Check all applicable)				
(Last)	(First) (M		3. Date of Earliest Transaction (Month/Day/Year)			Director 10% Owner				
·			/25/2013				Officer (give title Other (specify			
							below) Senior	below) Vice President,	CFO	
(Street) 4. If A			If Amendment, Date Original				6. Individual or Joint/Group Filing(Check			
Filed(M			led(Month/Day/Year)				Applicable Line) _X_ Form filed by One Reporting Person			
WESTLAK	E, OH 44145							y More than One F		
(City)	(State)	(Zip) T	able I - Non-D	erivative (	Secur	ities Ac	quired, Disposed	of, or Beneficia	ally Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)		Code Disposed of (D) ear) (Instr. 8) (Instr. 3, 4 and 5)		5. Amount of Securities Beneficially Owned Following Reported	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)				
			Code V	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)			
Common Shares	11/25/2013		A <u>(1)</u>	1,800	A	\$ 0	10,479	D		
Common Shares							5,570 (2)	I	Company ESOP and 401(k) Plans	
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				SEC 1474 (9-02)		

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(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)	e 3A. Deemed Execution Date, if any (Month/Day/Year)	Code	5. Number of torDerivative 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 Option (right to buy) (3)	\$ 71.75	11/25/2013		A(3)	11,000	(3)	11/25/2023	Common Shares	11,000
Share Equivalent Unit (4)	<u>(4)</u>					<u>(4)</u>	<u>(4)</u>	Common Shares	<u>(4)</u>

### **Reporting Owners**

Reporting Owner Name / Address	Relationships
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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

11/27/2013

\*\*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) Grant of reporting person of restricted common shares pursuant to the 2012 Stock Incentive and Award Plan. Restriction on transfer of one-third of the shares lapses annually for three years following date of grant.
- (2) Balance as of October 31, 2013.
- (3) Grant to reporting person of option to purchase shares of Common Stock under the 2012 Stock Incentive and Award Plan, exercisable in annual increments of 25% on a cumulative basis beginning November 25, 2014.
  - Share equivalent units acquired through deferral of performance shares awarded under Amended and Restated 2004 Long Term
    Performance Plan. Deferrals are made to the Nordson Stock Measurement Fund of the Amended and Restated 2005 Deferred

Compensation Plan. Share equivalent units are settled in common shares at reporting person's termination of employment or retirement subject to delayed distribution rules of Internal Revenue Code Section 409(A).

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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.