### Edgar Filing: THAXTON GREGORY A - Form 4

#### THAXTON GREGORY A

Form 4

November 30, 2012

### FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

**OMB APPROVAL** 

**OMB** 3235-0287 Number:

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Check this box if no longer subject to Section 16. Form 4 or

obligations may continue.

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

1(b).

Form 5

(Print or Type Responses)

See Instruction

, III	<b>1</b>										
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)			
28601 CLE	(Month/Day/Year) 11/28/2012					Director 10% OwnerX Officer (give title Other (specify below) Senior Vice President, CFO					
	4. If Amendment, Date Original					6. Individual or Joint/Group Filing(Check					
	Filed(Mo	Filed(Month/Day/Year)					Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting				
WESTLAK	E, OH 44145							Person	More than One K	eporung	
(City)	(State)	(Zip)	Tab	le I - Non-l	Derivative	Secui	rities Acq	quired, Disposed	of, or Beneficia	lly Owned	
1.Title of Security (Instr. 3)	2. Transaction Da (Month/Day/Year	med on Date, if Day/Year)	3. 4. Securities Acquired Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)  (A) or			d of (D)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)		
				Code V	Amount		Price	(Instr. 3 and 4)			
Common Shares	11/28/2012			F	241	D	\$ 61.24	6,715	D		
Common Shares (1)	11/28/2012			A	2,000	A	\$ 0	8,715	D		
Common Shares								5,518 <u>(2)</u>	I	Company ESOP and 401(k)	

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)

Plans

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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 or 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
Share Equivalent Unit (3)	<u>(3)</u>	11/28/2012		J	34 (4)	(3)	(3)	Common Shares	34 (4)
Employee Stock Option (right to buy) (5)	\$ 61.59	11/28/2012		A	11,000	<u>(5)</u>	11/28/2022	Common Shares	11,000

## **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

\*\*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 to reporting person of restricted common shares pursuant to the Amended and Restated Nordson Corporation 2004 Long-Term Performance 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, 2012.
- (3) Share Equivalent Units acquired through deferral of performance shares awarded under 2004 Long Term Performance Plan. Deferrals are made to the Nordson Stock Measurement Fund of the Amended & Restated 2005 Deferred Compensation Plan. Share Equivalent Units

Reporting Owners 2

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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).

- (4) Share equivalent units acquired through dividend payments.
- (5) Grant to reporting person of option to purchase shares of Common Stock under Nordson's Long-Term Performance Plan, exercisable in annual increments of 25% on a cumulative basis beginning 11-28-2013.

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.