

Hilton Michael F
Form 4
March 08, 2018

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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)
03/06/2018

____ Director
____ Officer (give title below)
____ 10% Owner
____ 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)
X 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	(A) or (D)	Price
Common Stock	03/06/2018		M		16,000	A	\$ 43.32 225,774
Common Stock	03/06/2018		S		16,000	D	\$ 136.78 209,774
Common Stock	03/07/2018		M		34,000	A	\$ 43.32 243,774
Common Stock	03/07/2018		S		34,000	D	\$ 137.26 209,774

Edgar Filing: Hilton Michael F - Form 4

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 required to respond unless the form displays a currently valid OMB control number.

SEC 1474
(9-02)

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)	\$ 43.32	03/06/2018		M	16,000	<u>(5)</u> 12/07/2020	Common Stock 50,000
Employee Stock Options (right to buy)	\$ 43.32	03/07/2018		M	34,000	<u>(5)</u> 12/07/2020	Common Stock 34,000
Employee Stock Options (right to buy)	\$ 43.73					<u>(5)</u> 11/28/2021	Common Stock 55,000
Employee Stock Options (right to buy)	\$ 61.59					<u>(5)</u> 11/28/2022	Common Stock 43,000
Employee Stock Options (right to buy)	\$ 71.75					<u>(5)</u> 11/25/2023	Common Stock 42,700
Employee Stock Options	\$ 79.66					<u>(6)</u> 11/24/2024	Common Stock 49,100

Edgar Filing: Hilton Michael F - Form 4

- (5) All such options have fully vested.

On November 24, 2014, the Company awarded 49,100 stock options under the Company's 2012 Stock Incentive and Award Plan. The

- (6) options vest in 4 equal annual installments beginning on November 24, 2015. The vested portions of such options will become exercisable upon vesting.

On November 23, 2015, the Company awarded 72,800 stock options under the Company's 2012 Stock Incentive and Award Plan. The

- (7) 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

- (8) 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

- (9) options vest in 4 equal annual installments beginning on November 20, 2018. The vested portions 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.