

MERK GREGORY P  
Form 4  
April 08, 2019

**FORM 4**

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

OMB APPROVAL

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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 \*  
MERK GREGORY P

(Last) (First) (Middle)  
28601 CLEMENS ROAD  
(Street)

WESTLAKE, OH 44145

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
NORDSON CORP [NDSN]

3. Date of Earliest Transaction (Month/Day/Year)  
04/05/2019

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

\_\_\_ Director \_\_\_ 10% Owner  
\_X\_ Officer (give title below) \_\_\_ Other (specify below)  
Executive Vice President

6. Individual or Joint/Group Filing(Check Applicable Line)  
\_X\_ Form filed by One Reporting Person  
\_\_\_ Form filed by More than One Reporting Person

**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 Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| Common Stock                    | 04/05/2019                           |  | S                              | V<br>5,860<br>D   | (A)<br>or<br>(D)<br>\$<br>137.14  | 59,607 <sup>(1)</sup>                                    | D   |
| Common Stock                    |                                      |  |                                |   | 366 <sup>(2)</sup>  | I  | By Company Savings Plan                               |

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

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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)      | \$ 43.32   |                                      |  |                                |   | <u>(3)</u>   | 12/07/2020  | Common Stock  | 9,000                      |
| Employee Stock Options (right to buy)      | \$ 43.73   |                                      |  |                                |   | <u>(3)</u>   | 11/28/2021  | Common Stock  | 10,000                     |
| Employee Stock Options (right to buy)      | \$ 61.59   |                                      |  |                                |   | <u>(3)</u>   | 11/28/2022  | Common Stock  | 7,600                      |
| Employee Stock Options (right to buy)      | \$ 71.75   |                                      |  |                                |   | <u>(3)</u>   | 11/25/2023  | Common Stock  | 7,600                      |
| Employee Stock Options (right to buy)      | \$ 79.66   |                                      |  |                                |   | <u>(3)</u>   | 11/24/2024  | Common Stock  | 8,300                      |
| Employee Stock Options (right to buy)      | \$ 70.91   |                                      |  |                                |   | <u>(4)</u>   | 11/23/2025  | Common Stock  | 13,400                     |
| Employee Stock                             | \$ 107.65  |                                      |  |                                |   | <u>(5)</u>   | 11/21/2026  | Common Stock  | 10,000                     |

Options  
(right to  
buy)

Employee  
Stock

|         |           |            |            |                 |       |
|---------|-----------|------------|------------|-----------------|-------|
| Options | \$ 127.67 | <u>(6)</u> | 11/20/2027 | Common<br>Stock | 9,000 |
|---------|-----------|------------|------------|-----------------|-------|

(right to  
buy)

Employee  
Stock

|         |          |            |            |                 |       |
|---------|----------|------------|------------|-----------------|-------|
| Options | \$ 124.9 | <u>(7)</u> | 11/26/2028 | Common<br>Stock | 8,800 |
|---------|----------|------------|------------|-----------------|-------|

(right to  
buy)

## Reporting Owners

| Reporting Owner Name / Address                             | Relationships |           |                          |       |
|--|---------------|-----------|--------------------------|-------|
|  | Director      | 10% Owner | Officer                  | Other |
| MERK GREGORY P<br>28601 CLEMENS ROAD<br>WESTLAKE, OH 44145 |               |           | Executive Vice President |       |

## Signatures

Gina A. Beredo                      04/08/2019

\*\*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) The total holdings include 77 shares accrued from dividend payments through participation in the Company's Dividend Reinvestment Plan
  - (2) Represents the number of shares attributable to the reporting person's participation in the Company Savings Plan, exempt pursuant to Rule 16b-3(c).
  - (3) All such options have fully vested.
  - (4) The options vest in 4 equal annual installments beginning on November 23, 2016.
  - (5) The options vest in 4 equal annual installments beginning on November 21, 2017.
  - (6) The options vest in 4 equal annual installments beginning on November 20, 2018.
  - (7) 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.