

KEANE JOHN J  
Form 4  
January 04, 2011

**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 \*  
**KEANE JOHN J**

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)  
**01/03/2011**

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

**WESTLAKE, OH 44145**

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

6. Individual or Joint/Group Filing(Check Applicable Line)  
 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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Shares					415 <sup>(1)</sup>	I	Company ESOP Plan
Common Shares	01/03/2011		M		16,000	A	\$ 48.77
Common Shares	01/03/2011		M		4,680	A	\$ 52.91
Common Shares	01/03/2011		S		20,680	D	\$ 95.02 <sub>(2) (3)</sub>
Common Shares	01/03/2011		M		5,670	A	\$ 52.91

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Common Shares 01/03/2011 F 3,180 D \$ 94.36 19,274 D

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
Share Equivalent Units	(4)	01/03/2011		J	2 (5)	(4) (4)	Common Shares 2 (5)
Employee Stock Option (right to buy)	\$ 48.77	01/03/2011		M	16,000	11/22/2010 11/22/2016	Common Shares 16,000
Employee Stock Option (right to buy)	\$ 52.91	01/03/2011		M	4,680	12/05/2010 12/05/2017	Common Shares 4,680
Employee Stock Option (right to buy)	\$ 52.91	01/03/2011		M	5,670	12/05/2010 12/05/2017	Common Shares 5,670

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
			Senior Vice President	

