

LAMBERT PETER
Form 4
December 29, 2009

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 *
LAMBERT PETER

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)

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

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)

28601 CLEMENS ROAD

12/28/2009

Senior Vice President

(Street)

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

WESTLAKE, OH 44145

(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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V Amount (A) or (D) Price | | | Company ESOP and 401(k) Plans |
| Common Shares | | | | | 704 | I | |
| Common Shares | 12/28/2009 | | M | 420 A \$ 26.27 | 7,065 ⁽¹⁾ | D | |
| Common Shares | 12/28/2009 | | M | 1,800 A \$ 27.71 | 8,865 ⁽¹⁾ | D | |
| Common Shares | 12/28/2009 | | M | 3,500 A \$ 36.91 | 12,365 ⁽¹⁾ | D | |
| | 12/28/2009 | | S | 420 D | 11,945 ⁽¹⁾ | D | |

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| | | | | | | | |
|---------------|------------|--|---|-------|----------|---------------------|--------------|
| Common Shares | | | | | \$ 63.67 | | |
| Common Shares | 12/28/2009 | | S | 1,800 | D | \$ 63.63 (2) (3) | 10,145 (1) D |
| Common Shares | 12/28/2009 | | S | 3,500 | D | \$ 63.6 (4) (3) | 6,645 (1) 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.

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(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 Option (right to buy) | \$ 26.27 | 12/28/2009 | | M | 420 | 11/04/2007 | 11/04/2012 | Common Shares | 420 |
| Employee Stock Option (right to buy) | \$ 27.71 | 12/28/2009 | | M | 1,800 | 11/03/2008 | 11/03/2013 | Common Shares | 1,800 |
| Employee Stock Option (right to buy) | \$ 36.91 | 12/28/2009 | | M | 3,500 | 12/09/2009 | 12/09/2014 | Common Shares | 3,500 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-----------------------|-------|
| | Director | 10% Owner | Officer | Other |
| LAMBERT PETER 28601 CLEMENS ROAD WESTLAKE, OH 44145 | | | Senior Vice President | |

Signatures

Robert E. Veillette,
Attorney-In-Fact

12/29/2009

 **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) Includes 1,737 shares acquired through participation in the Company's Dividend Reinvestment Plan.
- (2) This transaction was executed in multiple trades at prices ranging from \$63.60 to \$63.68.
The price reported above reflects the weighted average sale price. The reporting person will provide upon request to the SEC staff,
- (3) Nordson Corporation or a shareholder of Nordson Corporation full information regarding the number of shares and prices at which each transaction was effected.
- (4) This transaction was executed in multiple trades at prices ranging from \$63.56 to \$63.65.

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.