

NORDSON CORP  
Form 4  
May 04, 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 \*  
**HARDIS STEPHEN R**

(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)  
04/30/2009

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check Applicable Line)  
 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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|                                 |                                      |  | Code                           | V   | Amount (A) or (D) Price   |  |                                   |
| Common Shares                   | 05/01/2009                           |  | M                              |   | 697 A \$ 36.28 <sup>(1)</sup>   | 45,547   | D                                 |
| Common Shares                   |                                      |  |                                |   |   | 8,000 <sup>(2)</sup>                                     | I By Spouse                       |
| Common Shares                   |                                      |  |                                |   |   | 200 <sup>(2)</sup>                                       | I By Children                     |

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

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number.

**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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|---|
| Restricted Stock Units                     | (3)  |                                      |  |                                |   | (3) (3)  | Common Shares (3)   |   |
| Stock Equivalent Units                     | (4)  | 04/30/2009                           |  | J                              | 765 (5)   | (4) (4)  | Common Shares 765   | \$ 3  |
| Stock Equivalent Units                     | (6)  | 05/01/2009                           |  | M                              | 697   | (6) (6)  | Common Shares 697   | \$ 3  |

## Reporting Owners

| Reporting Owner Name / Address                               | Relationships |           |         |       |
|--|---------------|-----------|---------|-------|
|  | Director      | 10% Owner | Officer | Other |
| HARDIS STEPHEN R<br>28601 CLEMENS ROAD<br>WESTLAKE, OH 44145 |               |           | X       |       |

## Signatures

Robert E. Veillette,  
Attorney-In-Fact 05/04/2009

\_\_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) Close price of Nordson stock on Thursday, April 30, 2009.
- (2) Reporting person disclaims beneficial ownership of these securities.

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- (3) Security acquired through deferral of grant of restricted stock under Directors' Deferred Compensation Plan and converts to stock equivalent unit on a one-for-one basis upon lapses of restriction period - 2 years following grant.
- (4) Stock Equivalent Units accrued through Nordson's Directors' Deferred Compensation Plan. At time of distribution, stock equivalent units convert to common shares on a one-for-one basis.
- (5) Amount includes 317 shares accrued through dividend payments.
- (6) Distribution in accordance with terms of Nordson's Directors' Deferred Compensation Plan.

### **Remarks:**

EXHIBIT LIST: Exhibit 24 - Power of Attorney

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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