

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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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 *
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 ⁽¹⁾	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 _{(2) (3)}
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.

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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	

KEANE JOHN J
28601 CLEMENS ROAD
WESTLAKE, OH 44145

Signatures

Robert E. Veillette,
Attorney-In-Fact

01/04/2011

 **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) Balance as of October 31, 2010.

(2) This transaction was executed in multiple trades at prices ranging from \$94.61 to \$95.34.

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) Share Equivalent Units acquired through deferral of performance shares awarded under 2004 Long Term Performance Plan. Deferrals are made to the Nordson Stock Measurement Fund of the Amended & Restated 2005 Deferred Compensation Plan. Equivalent Units are settled in common shares at reporting person's termination of employment or retirement subject to delayed distribution rules of Internal Revenue Code Section 409(A).

(5) Share Equivalent Units accrued through dividend payment.

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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