## Edgar Filing: NORDSON CORP - Form 4

NORDSON (	CORP								
Form 4									
May 03, 2011	l								
FORM 4 UNITED STATES SECURITIES AND EXCHANCE COMMISSION								OMB APPROVAL	
<b>UNITED STATES SECURITIES AND EXCHANGE COMMISSION</b> Washington, D.C. 20549							OMB Number:	3235-0287	
Check this if no long							Expires:	January 31,	
subject to	<b>STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF</b>						Estimated a	2005 average	
Section 16	5.	SECURITIES						irs per	
Form 4 or							response		
Form 5 obligation	· ·	uant to Section 1			-				
may conti		) of the Public U	•	<b>.</b>			n		
See Instru		30(h) of the In	vestment (	Company	Act of 19	40			
1(b).									
(Print or Type R	esponses)								
			2. Issuer Name <b>and</b> Ticker or Trading Symbol			5. Relationship of Reporting Person(s) to Issuer			
		•	SON COR	P INDSN	11				
(Last)	(First) (M		f Earliest Tra	-	.1	(Chee	ck all applicable	e)	
(Last)	(11131) (111	,		insaction		X Director	10%	6 Owner	
			Ionth/Day/Year) 5/02/2011			Officer (give title Other (specify			
		0070212	011			below)	below)		
(Street) 4. If An			If Amendment, Date Original			6. Individual or Joint/Group Filing(Check			
		Filed(Mo	nth/Day/Year)			Applicable Line)	0 D / D		
	- OII 44145					_X_ Form filed by Form filed by I	One Reporting Po More than One Ro		
WESTLAKI	E, OH 44145					Person		1 0	
(City)	(State) (2	Zip) Tab	le I - Non-De	erivative S	ecurities Ac	quired, Disposed o	of, or Beneficia	lly Owned	
1.Title of	2. Transaction Date		3.	4. Securit		5. Amount of	1	7. Nature of	
Security (Instr. 3)	(Month/Day/Year)	Execution Date, if any	Transactio Code	nAcquired Disposed		Securities Beneficially	Form: Direct (D) or	Indirect Beneficial	
(insu: <i>5</i> )		(Month/Day/Year)		(Instr. 3, 4		Owned	Indirect (I)	Ownership	
		, <b>,</b> ,			,	Following	(Instr. 4)	(Instr. 4)	
					(A)	Reported			
					or	Transaction(s) (Instr. 3 and 4)			
~			Code V	Amount	(D) Price	(individual i)			
Common						7,164 (1)	D		
Shares									

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.

 Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned

 (e.g., puts, calls, warrants, options, convertible securities)

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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. Transacti Code (Instr. 8)	Transactionof Code Derivative		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	
Restricted Stock Units (2)	<u>(2)</u>					(2)	(2)	Common Shares	(2)	
Share Equivalent Units (4)	<u>(4)</u>	05/02/2011		J	268 (5)	(4)	<u>(4)</u>	Common Shares	268	\$ 56 (6

# **Reporting Owners**

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		
CARSON RANDY W 28601 CLEMENS ROAD WESTLAKE, OH 44145	Х					
Signatures						
Dahart E. Vaillatta						

Robert E. Veillette,	05/03/2011
Attorney-In-Fact	03/03/2011

<u>\*\*</u>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) On April 12, 2011, the common stock of Nordson Corporation split 2-for-1, resulting in the reporting person's ownership of 3,582 additional shares of common stock.
- (2) Security acquired through deferral of grant of restricted stock under Directors' Deferred Compensation Plan and converts to share equivalent units on a one-for-one basis upon lapse of restriction period 2 years following grant.
- (3) On April 12, 2011, the common stock of Nordson Corporation split 2-for-1, resulting in the reporting person's ownership of 924 additional Restricted Share Units.
- (4) Share Equivalent Units accrued through Nordson's Directors' Deferred Compensation Plan. At time of distribution, share equivalent units convert to common shares on a one-for-one basis. Distribution is not permissible until participant ceases to be a Director.
- (5) Amount includes 5 shares accrued through dividend payments.
- (6) Close price of Nordson stock on Friday, April 29, 2011.

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On April 12, 2011, the common stock of Nordson Corporation split 2-for-1, resulting in the reporting person's ownership of 1,527 additional Share Equivalent Units.

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.