

KEANE JOHN J
Form 4
July 08, 2011

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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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

(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)
07/07/2011

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___ 10% Owner
X Officer (give title below) ___ Other (specify below)
Senior Vice President

6. Individual or Joint/Group Filing(Check Applicable Line)
X 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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | | (A) or (D) Code V Amount Price | | | |
| Common Shares | 07/07/2011 | | F | 467 D \$ 58.26 | 43,009 ⁽¹⁾ | D | |
| Common Shares | | | | | 836 ⁽²⁾ ⁽³⁾ | I | Company ESOP |

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

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SEC 1474 (9-02)

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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. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|-----------------|---|-------------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | |
| Share Equivalent Units ⁽⁴⁾ | <u>(4)</u> | 07/07/2011 | | J | 43 | <u>(4)</u> | <u>(4)</u> | Common Shares | 43 |
| Employee Stock Option (right to buy) | \$ <u>26.46</u> ⁽⁶⁾ | | | | | 12/05/2010 | 12/05/2017 | Common Shares | <u>(6)</u> |
| Employee Stock Option (right to buy) | \$ <u>26.46</u> ⁽⁷⁾ | | | | | 12/05/2010 | 12/05/2017 | Common Shares | <u>(7)</u> |
| Employee Stock Option (right to buy) | \$ <u>14.37</u> ⁽⁸⁾ | | | | | 12/04/2010 | 12/04/2018 | Common Shares | <u>(8)</u> |
| Employee Stock Option (right to buy) | \$ <u>27.26</u> ⁽⁹⁾ | | | | | 12/03/2010 | 12/03/2019 | Common Shares | <u>(9)</u> |
| Employee Stock Option (right to buy) | \$ <u>43.32</u> ⁽¹⁰⁾ | | | | | 12/07/2011 | 12/07/2020 | Common Shares | <u>(10)</u> |

