

PUMA MARY G

Form 4

November 30, 2011

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *

PUMA MARY G

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

3. Date of Earliest Transaction

(Month/Day/Year)

11/28/2011

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

(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 Indirect Beneficial Ownership (Instr. 4)
Common Shares ⁽¹⁾	11/28/2011		A	2,173 A \$ 0	20,265 ⁽²⁾	D	

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

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information contained in this form are not
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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)**

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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. 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.	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Share Equivalent Units	(3)	11/28/2011		J		16 (4)		(3)	(3)	Common Shares	16 (4)
Employee Stock Option (right to buy)	\$ 12.11 (6)							03/06/2007	03/06/2013	Common Shares	(6)
Employee Stock Option (right to buy)	\$ 13.86 (6)							11/03/2007	11/03/2013	Common Shares	(6)
Employee Stock Option (right to buy)	\$ 18.56 (6)							11/08/2008	11/08/2014	Common Shares	(6)
Employee Stock Option (right to buy)	\$ 19.5 (6)							11/14/2009	11/14/2015	Common Shares	(6)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
PUMA MARY G 28601 CLEMENS ROAD WESTLAKE, OH 44145	X			

Signatures

Robert E. Veillette,
Attorney-In-Fact

11/29/2011

__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) Grant to reporting person of restricted common shares pursuant to the Amended and Restated Nordson Corporation 2004 Long-Term Performance Plan. Restriction on transfer of shares lapses after two years following date of grant.
- (2) On April 12, 2011, the common stock of Nordson Corporation split 2-for-1, resulting in the reporting person's ownership of 9,046 additional shares of common stock.
- (3) 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.
- (4) Share Equivalent Units accrued through dividend payment.
- (5) On April 12, 2011, the common stock of Nordson Corporation split 2-for-1, resulting in the reporting person's ownership of 1,143 additional Share Equivalent Units.
- (6) This option was previously reported as covering 2,552 shares at an exercise price of \$24.22 per share, but was adjusted to reflect the stock split that occurred on April 12, 2011.
- (7) This option was previously reported as covering 2,500 shares at an exercise price of \$27.71 per share, but was adjusted to reflect the stock split that occurred on April 12, 2011.
- (8) This option was previously reported as covering 2,500 shares at an exercise price of \$37.11 per share, but was adjusted to reflect the stock split that occurred on April 12, 2011.
- (9) This option was previously reported as covering 2,500 shares at an exercise price of \$38.99 per share, but was adjusted to reflect the stock split that occurred on April 12, 2011.

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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