

KEANE JOHN J
Form 4
January 04, 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

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
 Officer (give title below)
____ 10% Owner
____ 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 Ownership 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 32,784
Common Shares	01/03/2011		M		4,680	A	\$ 52.91 37,464
Common Shares	01/03/2011		S		20,680	D	\$ 95.02 ^{(2) (3)} 16,784
Common Shares	01/03/2011		M		5,670	A	\$ 52.91 22,454

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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	

