NORDSON CORP Form 4 January 13, 2009

### FORM 4

Form 4 or

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

Check this box if no longer subject to Section 16.

### STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Number:

**OMB** 

3235-0287

2005

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January 31, Expires:

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**OMB APPROVAL** 

response...

Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction 1(b).

(Print or Type Responses)

(Last)

1. Name and Address of Reporting Person \* CAMPBELL EDWARD P

(First)

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

Issuer

(Middle)

3. Date of Earliest Transaction

NORDSON CORP [NDSN]

(Check all applicable)

28601 CLEMENS ROAD

(Month/Day/Year)

01/09/2009

\_X\_\_ Director 10% Owner X\_ Officer (give title Other (specify

below)

Chairman & CEO

(Street) 4. If Amendment, Date Original

Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check

Applicable Line)

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

Person

WESTLAKE, OH 44145

(City) (State) (Zip) 2. Transaction Date 2A. Deemed Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1.Title of Security (Instr. 3)

(Month/Day/Year) Execution Date, if

(Month/Day/Year)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 3, 4 and 5) (Instr. 8)

Securities Beneficially Owned Following

5. Amount of

6. Ownership 7. Nature of Form: Direct Indirect (D) or Beneficial Indirect (I)

Ownership (Instr. 4) (Instr. 4)

(9-02)

(A)

Reported Transaction(s)

or (Instr. 3 and 4)

Common

Code V Amount (D) Price

> 318,989 (1) D

Shares

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

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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. Transactic Code (Instr. 8)	5. Number of orDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		1 . (
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Share Equivalent Unit	<u>(2)</u>	01/09/2009		A	42,536	(3)	(3)	Common Shares	42,536	
Share Equivalent Unit	<u>(5)</u>	01/09/2009		J	115	<u>(5)</u>	<u>(5)</u>	Common Shares	115	

# **Reporting Owners**

Reporting Owner Name / Address	Relationships					
. 0	Director	10% Owner	Officer	Other		
CAMPBELL EDWARD P 28601 CLEMENS ROAD WESTLAKE, OH 44145	X		Chairman & CEO			

## **Signatures**

Robert E. Veillette, Attorney-In-Fact

\*\*Signature of Reporting Person Dat

### **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) Includes 3,935 shares owned through Company ESOP Plan; 25,175 shares owned through Company 401(k) Plan; 2,787 shares owned through Company Excess Retirement Plan.
- (2) 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 2005 Deferred Compensation Plan.
- (3) Share Equivalent Units are settled in common shares at termination of employment or retirement subject to delayed distribution rules of Internal Revenue Code Section 409(A).
- (4) Fair market value of common shares on settlement date (January 9, 2009) was \$33.33 per share.
- (5) Stock Equivalent Units accrued through 2005 Deferred Compensation Plan as dividend equivalents; convert to common shares on a one-for-one basis upon distribution of reporting person's retirement or termination of employment.

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.

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