NORDSON CORP Form 4

September 16, 2010

## FORM 4

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

OMB Number: 3235-0287

response...

Check this box if no longer subject to Section 16.

## STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Expires: January 31, 2005
Estimated average burden hours per

0.5

**OMB APPROVAL** 

Form 4 or Form 5 obligations may continue. See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * MADAR WILLIAM P			suer Name <b>and</b> Ticker or Trading ol RDSON CORP [NDSN]	5. Relationship of Reporting Person(s) to Issuer			
(Last)	(First) (	Middle) 3. Dat	3. Date of Earliest Transaction (Check all applicable)				
28601 CLE	EMENS ROAD	· ·	th/Day/Year) 5/2010	_X_ Director 10% Owner Officer (give title below)			
			Amendment, Date Original Month/Day/Year)	6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person			
WESTLAF	KE, OH 44145			Form filed by More than One Reporting Person			
(City)	(State)	(Zip) T	Cable I - Non-Derivative Securities Ac	quired, Disposed of, or Beneficially Owned			
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, i any (Month/Day/Yea	Code (Instr. 3, 4 and 5)  (Instr. 8)  (A)  or  Code V Amount (D) Price	5. Amount of Securities Ownership Indirect Beneficially Form: Beneficial Owned Direct (D) Ownership Following or Indirect (Instr. 4) Reported (I) Transaction(s) (Instr. 4) (Instr. 3 and 4)			
Common Shares	09/15/2010		S 3,261 D \$ 70.01	45,218 <u>(1)</u> D			
Common Shares				7,495 I William P. and Amanda C. Madar Foundation			

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.

SEC 1474

(9-02)

#### Edgar Filing: NORDSON CORP - Form 4

#### Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative	2. Conversion	3. Transaction Date (Month/Day/Year)		4.	5. onNumber	6. Date Exercises Expiration D		7. Title and A		8. Price Derivati
Security (Instr. 3)	or Exercise Price of Derivative Security	(Month/Day/Teat)	(Month/Day/Year)	Code (Instr. 8)	of	(Month/Day/		Underlying S (Instr. 3 and		Security (Instr. 5)
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Share Equivalent Units	(2)					(2)	(2)	Common Shares	(2)	

## **Reporting Owners**

Reporting Owner Name / Address	Relationships				
	Director	10% Owner	Officer	Other	
MADAR WILLIAM P 28601 CLEMENS ROAD	X				
WESTLAKE, OH 44145	Α				

## **Signatures**

Robert E. Veillette, 09/16/2010 Attorney-In-Fact

\*\*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).
- Excludes 7,495 shares previously owned directly which were contributed to the William P. and Amanda C. Madar Foundation.
- Share Equivalent Units accrued through Nordson's Directors' Deferred Compensation Plan are settled in common shares on a one-for-one basis when reporting person ceases to be a director.

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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