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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

30(h) of the Investment Company Act of 1940

THAXTON GREGORY A

Form 4

December 09, 2010

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

OMB APPROVAL

OMB 3235-0287 Number:

January 31, Expires: 2005

Estimated average burden hours per

response... 0.5

Check this box if no longer subject to Section 16. Form 4 or

Form 5

SECURITIES 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. See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading THAXTON GREGORY A Issuer Symbol NORDSON CORP [NDSN] (Check all applicable) (Last) (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year) Director 10% Owner Other (specify X_ Officer (give title 28601 CLEMENS ROAD 12/07/2010 below) Vice President, CFO (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting WESTLAKE, OH 44145 Person

(City)	(State) (Zip) Table	e I - Non-D	erivative (Securi	ities Ac	quired, Disposed	of, or Beneficia	ally Owned
1.Title of Security	2. Transaction Date 2A. Deemed (Month/Day/Year) Execution Date, if		3. 4. Securities TransactionAcquired (A) or Code Disposed of (D)				5. Amount of Securities Beneficially	6. Ownership Form: Direct (D) or	7. Nature of Indirect Beneficial
(Instr. 3)		any (Month/Day/Year)	Code (Instr. 8)	(Instr. 3,	4 and (A) or	5)	Owned Following Reported Transaction(s) (Instr. 3 and 4)	Indirect (I) (Instr. 4)	Ownership (Instr. 4)
Common Shares (1)	12/07/2010		Code V A	Amount 1,000	(D)	Price \$ 0	3,200	D	
Common Shares							2,761 <u>(2)</u>	I	Company ESOP and 401(k)

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

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Plans

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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. Transacti Code (Instr. 8)	Transaction Derivative Code Securities		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	
Employee Stock Option (right to buy)	\$ 86.63	12/07/2010		A	5,700	(3)	12/07/2020	Common Shares	5,700	
Share Equivalent Unit	<u>(4)</u>	12/07/2010		J	3 (5)	<u>(4)</u>	<u>(4)</u>	Common Shares	<u>(4)</u>	

Reporting Owners

Reporting Owner Name / Address	Relationships
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Director 10% Owner Officer Other

THAXTON GREGORY A 28601 CLEMENS ROAD WESTLAKE, OH 44145

Vice President, CFO

Signatures

Robert E. Veillette, 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).
- (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 one-third of the shares lapses annually for three years following date of grant.
- (2) Balance as of October 31, 2010.
- (3) Grant to reporting person of option to purchase 5,700 shares of Common Stock under Nordson's Long-Term Performance Plan, exercisable in annual increments of 25% on a cumulative basis beginning 12/7/2011.
- (4) 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 Amended & Restated 2005 Deferred Compensation Plan. Share Equivalent Units

Reporting Owners 2

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are settled in common shares at reporting person's termination of employment or retirement subject to delayed distribution rules of Internal Revenue Code Section 409(A).

(5) Share equivalent uits acquired through dividends.

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