

PEET SHELLY  
Form 4  
December 21, 2010

**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

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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
PEET SHELLY

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)

3. Date of Earliest Transaction (Month/Day/Year)

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)

28601 CLEMENS ROAD

12/20/2010

Vice President

(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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
|                                 |                                      |  | Code                           | V Amount (A) or (D) Price   |   |  |   |
| Common Shares                   | 12/20/2010                           |  | M                              | 1,900 A \$ 36.91  | 4,701 <sup>(1)</sup>  | D  |   |
| Common Shares                   | 12/20/2010                           |  | M                              | 2,000 A \$ 38.5   | 6,701   | D  |   |
| Common Shares                   | 12/20/2010                           |  | M                              | 800 A \$ 48.91  | 7,501   | D  |   |
| Common Shares                   | 12/20/2010                           |  | M                              | 1,950 A \$ 28.74  | 9,451   | D  |   |
| Common Shares                   | 12/20/2010                           |  | M                              | 875 A \$ 54.52  | 10,326  | D  |   |

Edgar Filing: PEET SHELLY - Form 4

|               |            |   |       |   |                       |                      |   |
|---------------|------------|---|-------|---|-----------------------|----------------------|---|
| Common Shares | 12/20/2010 | S | 7,525 | D | \$ 92.42              | 2,801 <sup>(1)</sup> | D |
|               |            |   |       |   | <u>(2)</u> <u>(3)</u> |                      |   |

|               |  |  |  |  |  |                      |   |                               |
|---------------|--|--|--|--|--|----------------------|---|-------------------------------|
| Common Shares |  |  |  |  |  | 1,348 <sup>(4)</sup> | I | Company ESOP and 401(k) Plans |
|---------------|--|--|--|--|--|----------------------|---|-------------------------------|

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)

**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) | Amount or Number of Shares |                            |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|----------------------------|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date   | Title                      | Amount or Number of Shares |
| Employee Stock Option (right to buy)       | \$ 36.91   | 12/20/2010                           |  | M                              | 1,900   | 12/09/2009 12/09/2014                                    | Common Shares   | 1,900                      |                            |
| Employee Stock Option (right to buy)       | \$ 38.5  | 12/20/2010                           |  | M                              | 2,000   | 12/07/2010 12/07/2015                                    | Common Shares   | 2,000                      |                            |
| Employee Stock Option (right to buy)       | \$ 48.91   | 12/20/2010                           |  | M                              | 800   | 12/06/2010 12/06/2016                                    | Common Shares   | 800                        |                            |
| Employee Stock Option (right to            | \$ 28.74   | 12/20/2010                           |  | M                              | 1,950   | 12/04/2010 12/04/2018                                    | Common Shares   | 1,950                      |                            |

|  |          |            |   |     |            |            |                  |     |
|--|----------|------------|---|-----|------------|------------|------------------|-----|
| buy)<br>Employee<br>Stock<br>Option<br>(right to<br>buy) | \$ 54.52 | 12/20/2010 | M | 875 | 12/03/2010 | 12/03/2019 | Common<br>Shares | 875 |
|--|----------|------------|---|-----|------------|------------|------------------|-----|

## Reporting Owners

| Reporting Owner Name / Address                          | Relationships |           |                |       |
|---|---------------|-----------|----------------|-------|
|   | Director      | 10% Owner | Officer        | Other |
| PEET SHELLY<br>28601 CLEMENS ROAD<br>WESTLAKE, OH 44145 |               |           | Vice President |       |

## Signatures

Robert E. Veillette, 12/21/2010  
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).
- (1) Includes 117 shares acquired through participation in the Company's Dividend Reinvestment Plan.
- (2) This transaction was executed in multiple trades at prices ranging from \$92.08 to \$92.57.  
The price reported above reflects the weighted average sale price. The reporting person will provide upon request to the SEC staff,
- (3) Nordson Corporation or a shareholder of Nordson Corporation full information regarding the number of shares and prices at which each transaction was effected.
- (4) Balance as of October 31, 2010.

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.