KEANE JOHN J Form 4 July 08, 2011

FORM 4

OMB APPROVAL

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB 3235-0287 Number:

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

Washington, D.C. 20549

January 31, Expires: 2005

Form 5 obligations Estimated average burden hours per response... 0.5

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 may continue. 30(h) of the Investment Company Act of 1940 See Instruction

(Print or Type Responses)

1(b).

1. Name and Ad KEANE JOH	ddress of Repor HN J	ting Person *	2. Issuer Name and Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer			
(Last)	(First)	(Middle)	NORDSON CORP [NDSN] 3. Date of Earliest Transaction	(Check all applicable)			
28601 CLEN	MENS ROAI)	(Month/Day/Year) 07/07/2011	Director 10% OwnerX_ Officer (give title Other (specification) below) Senior Vice President			
	(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			
WESTLAKE, OH 44145 (City) (State) (Zip)				Form filed by More than One Reporting Person			
(5.0)	(State)	(2 .p)	Table I - Non-Derivative Securities A	cquired, Disposed of, or Beneficially Own			

(City)	(State)	(Zip) Tabl	e I - Non-D	D erivative	Secui	ities Acq	uired, Disposed o	of, or Beneficia	lly Owned
1.Title of Security (Instr. 3)	2. Transaction Date 2A. Deemed (Month/Day/Year) Execution Date, if any (Month/Day/Year)		3. Transactio Code (Instr. 8)	4. Securities Acquired on(A) or Disposed of (D) (Instr. 3, 4 and 5) (A) or			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)
Common Shares	07/07/2011		Code V F	Amount 467	(D)	Price \$ 58.26	43,009 (1)	D	
Common Shares							836 (2) (3)	I	Company ESOP

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

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$\label{thm:convergence} \begin{tabular}{ll} Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned \\ (\emph{e.g.}, puts, calls, warrants, options, convertible securities) \\ \end{tabular}$

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)	5. orNumber 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)	<u>(4)</u>	07/07/2011		J	43	<u>(4)</u>	<u>(4)</u>	Common Shares	43
Employee Stock Option (right to buy)	\$ 26.46 (6)					12/05/2010	12/05/2017	Common Shares	<u>(6)</u>
Employee Stock Option (right to buy)	\$ 26.46 (7)					12/05/2010	12/05/2017	Common Shares	<u>(7)</u>
Employee Stock Option (right to buy)	\$ 14.37 (8)					12/04/2010	12/04/2018	Common Shares	<u>(8)</u>
Employee Stock Option (right to buy)	\$ 27.26 (9)					12/03/2010	12/03/2019	Common Shares	<u>(9)</u>
Employee Stock Option (right to buy)	\$ 43.32 (10)					12/07/2011	12/07/2020	Common Shares	(10)

8. De Se (Ir

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Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

KEANE JOHN J

28601 CLEMENS ROAD Senior Vice President

WESTLAKE, OH 44145

Signatures

Robert E. Veillette, Attorney-In-Fact 07/08/2011

**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).
- On April 12, 2011, the common stock of Nordson Corporation split 2-for-1, resulting in the reporting person's ownership of 21,738 additional shares of common stock.
- (2) Balance as of May 27, 2011.
- On April 12, 2011, the common stock of Nordson Corporation split 2-for-1, resulting in the reporting person's indirect ownership of 417 additional shares of common stock.
- Share Equivalent Units acquired through deferral of performance shares awarded under Amended and Restated 2004 Long Term
 Performance Plan. Deferrals are made to the Nordson Stock Measurement Fund of the Amended and Restated 2005 Deferred
 Compensation Plan. Equivalent Units 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).
- On April 12, 2011, the common stock of Nordson Corporation split 2-for-1, resulting in the reporting person's ownership of 5,486 additional Share Equivalent Units.
- This option was previously reported as covering 1,890 shares at an exercise price of \$52.91 per share, but was adjusted to reflect the stock split that occurred on April 12, 2011.
- (7) This option was previously reported as covering 1,560 shares at an exercise price of \$52.91 per share, but was adjusted to reflect the stock split that occurred on April 12, 2011.
- (8) This option was previously reported as covering 22,700 shares at an exercise price of \$28.74 per share, but was adjusted to reflect the stock split that occurred on April 12, 2011.
- (9) This option was previously reported as covering 11,800 shares at an exercise price of \$54.52 per share, but was adjusted to reflect the stock split that occurred on April 12, 2011.
- (10) This option was previously reported as covering 8,000 shares at an exercise price of \$86.63 per share, but was adjusted to reflect the stock split that occurred on April 12, 2011.

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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