PEET SHELLY Form 4 January 08, 2013

FORM 4

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

SECURITIES

OMB Number:

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

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if no longer subject to Section 16. Form 4 or Form 5 obligations may continue.

Check this box

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).

Common

01/04/2013

(Print or Type Responses)

See Instruction

PEET SHELLY Syr		2. Issuer Name a Symbol NORDSON C			5. Relationship of Reporting Person(s) to Issuer			
(Last) (First)	(Middle)	3. Date of Earlies (Month/Day/Year	Transaction	-	(Check all applicable) Director 10% Owner			
28601 CLEMENS ROAD		01/04/2013)		X_ Officer (gives		ner (specify	
(Street)		4. If Amendment, Filed(Month/Day/Y	Č	al	6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person			
WESTLAKE, OH 44145				Form filed by More than One Reporting Person				
(City) (State)	(Zip)	Table I - No	n-Derivative	e Securities Ac	equired, Disposed	of, or Beneficia	lly Owned	
1.Title of Security (Month/Day/Ye (Instr. 3)		Date, if Transa Code	ction(A) or E (Instr. 3	cities Acquired Disposed of (D) , 4 and 5) (A) or t (D) Price	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 $\underline{(1)}$ 01/04/2013		A	6,000	A \$0	14,794 (2)	D		

Snares					65.52	_		
Common Shares	01/04/2013	D	5,400	D	(3)	8,995 (2)	D	
Common Shares						1,501 (4)	I	Company ESOP and 401(k) Plan

399

\$ 14,395 <u>(2)</u>

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

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SEC 1474 (9-02)

> 8. P Der Sec (Ins

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,	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		1 3 (
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Share Equivalent Units (5)	<u>(5)</u>	01/04/2013		A	5,400	(5)	(5)	Common Shares	5,400	

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

PEET SHELLY

28601 CLEMENS ROAD Vice President

WESTLAKE, OH 44145

Signatures

Robert E. Veillette, Attorney-In-Fact 01/08/2013

**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) Performance units awarded under Amended and Restated 2004 Long Term Performance Plan convert to common shares on a one-for-one basis on settlement date.
- (2) Includes 289 shares acquired through participation in the Company's Dividend Reinvestment Plan.

Performance units awarded under the Amended and Restated 2004 Long Term Performance Plan convert to common shares on a one-for-one basis. Reporting person elected to defer the receipt of 5,400 shares of common stock and received instead 5,400 share equivalent units under the Amended and Restated 2005 Deferred Compensation Plan. As a result, the reporting person is reporting the disposition of 5,400 shares of common stock in exchange for an equal number of share equivalent units.

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- (4) Balance as of December 28, 2012.
- 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. 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).

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.