

NORDSON CORP  
Form 4  
June 01, 2011

**FORM 4**

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

OMB APPROVAL

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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 \*  
**MADAR WILLIAM P**

(Last) (First) (Middle)  
  
28601 CLEMENS ROAD  
  
(Street)

WESTLAKE, OH 44145

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
**NORDSON CORP [NDSN]**

3. Date of Earliest Transaction  
(Month/Day/Year)  
**06/01/2011**

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

**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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Shares	06/01/2011		M		213	A	\$ 50.66
							85,173 <sup>(2)</sup>
							<sup>(1)</sup>

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)**

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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)	8. Price of Underlying Securities (Instr. 3 and 4)
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					Date Exercisable	Expiration Date	Title	Amount or Number of Shares		
					Code	V	(A)	(D)		
Share Equivalent Units	<u>(3)</u>	06/01/2011		J		<u>(3)</u>	<u>(3)</u>	Common Shares	50	(3)
Share Equivalent Units	<u>(6)</u>	06/01/2011		M		<u>(6)</u>	<u>(6)</u>	Common Shares	213	\$ 50 (1)

Reporting Owners

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

Signatures

Robert E. Veillette,  
Attorney-In-Fact  
06/01/2011  
Date

\*\*Signature of Reporting Person

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) Close price of Nordson stock on Wednesday, June 1, 2011.
- (2) On April 12, 2011, the common stock of Nordson Corporation split 2-for-1, resulting in the reporting person's ownership of 42,480 additional shares of common stock.
- (3) 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.
- (4) Share equivalent units accrued through dividend payments.
- (5) On April 12, 2011, the common stock of Nordson Corporation split 2-for-1, resulting in the reporting person's ownership of 25,391 additional Share Equivalent Units.
- (6) Distribution in accordance with terms of Nordson's Directors' Deferred Compensation Plan.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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