

KEANE JOHN J
Form 4
July 08, 2011

FORM 4

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

OMB APPROVAL

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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 *
KEANE JOHN J

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)
07/07/2011

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

28601 CLEMENS ROAD

Senior 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 Ownership (Instr. 4)
			Code	V Amount (A) or (D) Price			
Common Shares	07/07/2011		F	467 D \$ 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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SEC 1474 (9-02)

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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. 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. Amount or Number of Shares
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	
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)	\$ <u>26.46</u> ⁽⁶⁾					12/05/2010	12/05/2017	Common Shares	<u>(6)</u>
Employee Stock Option (right to buy)	\$ <u>26.46</u> ⁽⁷⁾					12/05/2010	12/05/2017	Common Shares	<u>(7)</u>
Employee Stock Option (right to buy)	\$ <u>14.37</u> ⁽⁸⁾					12/04/2010	12/04/2018	Common Shares	<u>(8)</u>
Employee Stock Option (right to buy)	\$ <u>27.26</u> ⁽⁹⁾					12/03/2010	12/03/2019	Common Shares	<u>(9)</u>
Employee Stock Option (right to buy)	\$ <u>43.32</u> ⁽¹⁰⁾					12/07/2011	12/07/2020	Common Shares	<u>(10)</u>

