

PEET SHELLY
Form 4
January 10, 2012

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 *
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)
28601 CLEMENS ROAD
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
01/06/2012

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

WESTLAKE, OH 44145

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

(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 ⁽¹⁾	01/06/2012		A	5,600 A <u>(2)</u>	13,790 ⁽³⁾	D	
Common Shares	01/06/2012		F	325 D \$ 41.85	13,465 ⁽³⁾	D	
Common Shares	01/06/2012		D	5,040 D <u>(4)</u>	8,425 ⁽³⁾	D	
Common Shares					3,277 ⁽⁵⁾	I	Company ESOP and 401(k) Plan

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- (3) Includes 255 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
- (4) one-for-one basis. Reporting person elected to defer the award to share equivalent units under the Amended and Restated 2005 Deferred Compensation Plan.
- (5) Balance as of January 3, 2012.
Share Equivalent Units acquired through deferral of performance shares awarded under Amended and Restated 2004 Long Term
- (6) 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).
- (7) Share Equivalent Units accrued through dividend payment.

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