

PEET SHELLY  
Form 4  
December 21, 2010

# 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 \*  
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)

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

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

28601 CLEMENS ROAD

12/20/2010

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 Indirect Beneficial Ownership (Instr. 4)		
				(A) or (D)	Price				
				Code	V	Amount			
Common Shares	12/20/2010		M		1,900	A	\$ 36.91	4,701 <sup>(1)</sup>	D
Common Shares	12/20/2010		M		2,000	A	\$ 38.5	6,701	D
Common Shares	12/20/2010		M		800	A	\$ 48.91	7,501	D
Common Shares	12/20/2010		M		1,950	A	\$ 28.74	9,451	D
Common Shares	12/20/2010		M		875	A	\$ 54.52	10,326	D

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Common Shares	12/20/2010	S	7,525	D	\$ 92.42 <u>(2)</u> <u>(3)</u>	2,801 <sup>(1)</sup>	D
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Common Shares						1,348 <sup>(4)</sup>	I	Company ESOP and 401(k) Plans
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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)

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)	Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (right to buy)	\$ 36.91	12/20/2010		M	1,900	12/09/2009 12/09/2014	Common Shares	1,900	
Employee Stock Option (right to buy)	\$ 38.5	12/20/2010		M	2,000	12/07/2010 12/07/2015	Common Shares	2,000	
Employee Stock Option (right to buy)	\$ 48.91	12/20/2010		M	800	12/06/2010 12/06/2016	Common Shares	800	
Employee Stock Option (right to buy)	\$ 28.74	12/20/2010		M	1,950	12/04/2010 12/04/2018	Common Shares	1,950	

buy)

Employee

Stock

Option	\$ 54.52	12/20/2010	M	875	12/03/2010	12/03/2019	Common Shares	875
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(right to

buy)

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
PEET SHELLY 28601 CLEMENS ROAD WESTLAKE, OH 44145			Vice President	

## Signatures

Robert E. Veillette, Attorney-In-Fact	12/21/2010
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\*\*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) Includes 117 shares acquired through participation in the Company's Dividend Reinvestment Plan.
- (2) This transaction was executed in multiple trades at prices ranging from \$92.08 to \$92.57.  
The price reported above reflects the weighted average sale price. The reporting person will provide upon request to the SEC staff,
- (3) Nordson Corporation or a shareholder of Nordson Corporation full information regarding the number of shares and prices at which each transaction was effected.
- (4) Balance as of October 31, 2010.

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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