

KEANE JOHN J
Form 4
July 08, 2011

FORM 4

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

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
KEANE JOHN J

(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)
07/07/2011

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

Senior Vice President

6. Individual or Joint/Group Filing(Check
Applicable Line)
__X__ 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 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)
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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information contained in this form are not
required to respond unless the form
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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. De Se (In
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
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)	\$ 26.46 <u>(6)</u>					12/05/2010	12/05/2017	Common Shares	<u>(6)</u>
Employee Stock Option (right to buy)	\$ 26.46 <u>(7)</u>					12/05/2010	12/05/2017	Common Shares	<u>(7)</u>
Employee Stock Option (right to buy)	\$ 14.37 <u>(8)</u>					12/04/2010	12/04/2018	Common Shares	<u>(8)</u>
Employee Stock Option (right to buy)	\$ 27.26 <u>(9)</u>					12/03/2010	12/03/2019	Common Shares	<u>(9)</u>
Employee Stock Option (right to buy)	\$ 43.32 <u>(10)</u>					12/07/2011	12/07/2020	Common Shares	<u>(10)</u>

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
KEANE JOHN J 28601 CLEMENS ROAD WESTLAKE, OH 44145	Senior Vice President

Signatures

Robert E. Veillette,
Attorney-In-Fact

07/08/2011

____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) On April 12, 2011, the common stock of Nordson Corporation split 2-for-1, resulting in the reporting person's ownership of 21,738 additional shares of common stock.
- (2) Balance as of May 27, 2011.
- (3) On April 12, 2011, the common stock of Nordson Corporation split 2-for-1, resulting in the reporting person's indirect ownership of 417 additional shares of common stock.
- (4) Share Equivalent Units acquired through deferral of performance shares awarded under Amended and Restated 2004 Long Term 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).
- (5) On April 12, 2011, the common stock of Nordson Corporation split 2-for-1, resulting in the reporting person's ownership of 5,486 additional Share Equivalent Units.
- (6) This option was previously reported as covering 1,890 shares at an exercise price of \$52.91 per share, but was adjusted to reflect the stock split that occurred on April 12, 2011.
- (7) This option was previously reported as covering 1,560 shares at an exercise price of \$52.91 per share, but was adjusted to reflect the stock split that occurred on April 12, 2011.
- (8) This option was previously reported as covering 22,700 shares at an exercise price of \$28.74 per share, but was adjusted to reflect the stock split that occurred on April 12, 2011.
- (9) This option was previously reported as covering 11,800 shares at an exercise price of \$54.52 per share, but was adjusted to reflect the stock split that occurred on April 12, 2011.
- (10) This option was previously reported as covering 8,000 shares at an exercise price of \$86.63 per share, but was adjusted to reflect the stock split that occurred on April 12, 2011.

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.