

NORDSON CORP  
Form 4  
November 03, 2009

**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 \*  
**HARDIS STEPHEN R**

(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)  
**10/30/2009**

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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|-------------------------------------------------------|
| Common Shares                   |                                      |                                                    |                                | (A) or (D)                                                        | 45,547                                                                                        | D                                                        |                                                       |
| Common Shares                   |                                      |                                                    |                                | (A) or (D)                                                        | 8,000 <sup>(1)</sup>                                                                          | I                                                        | By Spouse                                             |
| Common Shares                   |                                      |                                                    |                                | (A) or (D)                                                        | 200 <sup>(1)</sup>                                                                            | I                                                        | By Children                                           |

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.**

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(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) | 8. Price of Underlying Security (Instr. 3 and 4) |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|--------------------------------------------------|
| Restricted Stock Units                     | (2)                                                    |                                      |                                                    |                                |                                                                                         | (2) (2)                                                  | Common Shares                                                 | (2)                                              |
| Stock Equivalent Units                     | (3)                                                    | 10/30/2009                           |                                                    | J                              | 452 (4)                                                                                 | (3) (3)                                                  | Common Shares                                                 | 452 (5)                                          |

## Reporting Owners

| Reporting Owner Name / Address                               | Relationships |           |         |       |
|--------------------------------------------------------------|---------------|-----------|---------|-------|
|                                                              | Director      | 10% Owner | Officer | Other |
| HARDIS STEPHEN R<br>28601 CLEMENS ROAD<br>WESTLAKE, OH 44145 | X             |           |         |       |

## Signatures

Robert E. Veillette,  
Attorney-In-Fact

11/03/2009

\*\*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) Reporting person disclaims beneficial ownership of these securities.
- (2) Security acquired through deferral of grant of restricted stock under Directors' Deferred Compensation Plan and converts to stock equivalent unit on a one-for-one basis upon lapses of restriction period - 2 years following grant.
- (3) Stock Equivalent Units accrued through Nordson's Directors' Deferred Compensation Plan. At time of distribution, stock equivalent units convert to common shares on a one-for-one basis.
- (4) Amount includes 145 shares accrued through dividend payments.
- (5) Close price of Nordson stock on Friday, October 30, 2009.

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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