

KEANE JOHN J
Form 4
July 08, 2011

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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 *
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 Indirect Beneficial Ownership (Instr. 4)
			Code	V Amount (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)	\$ 26.46 ⁽⁶⁾					12/05/2010	12/05/2017	Common Shares	<u>(6)</u>
Employee Stock Option (right to buy)	\$ 26.46 ⁽⁷⁾					12/05/2010	12/05/2017	Common Shares	<u>(7)</u>
Employee Stock Option (right to buy)	\$ 14.37 ⁽⁸⁾					12/04/2010	12/04/2018	Common Shares	<u>(8)</u>
Employee Stock Option (right to buy)	\$ 27.26 ⁽⁹⁾					12/03/2010	12/03/2019	Common Shares	<u>(9)</u>
Employee Stock Option (right to buy)	\$ 43.32 ⁽¹⁰⁾					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
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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) 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.

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