

PEET SHELLY
Form 4
January 08, 2013

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 *
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

01/04/2013

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) Code V Amount Price | | | |
| Common Shares ⁽¹⁾ | 01/04/2013 | | A | 6,000 A \$ 0 | 14,794 ⁽²⁾ | D | |
| Common Shares | 01/04/2013 | | F | 399 D \$ 65.52 | 14,395 ⁽²⁾ | D | |
| Common Shares | 01/04/2013 | | D | 5,400 D ⁽³⁾ | 8,995 ⁽²⁾ | D | |
| Common Shares | | | | | 1,501 ⁽⁴⁾ | I | Company ESOP and 401(k) Plan |

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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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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) | 8. P | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|---------------|----------------------------|
| | | | | | | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| | | | | | | | | | |
| | | | | | | Code | V | (A) | (D) |
| Share Equivalent Units ⁽⁵⁾ | ⁽⁵⁾ | 01/04/2013 | | A | 5,400 | ⁽⁵⁾ | ⁽⁵⁾ | Common Shares | 5,400 |

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

01/08/2013

⁽⁵⁾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) Performance units awarded under Amended and Restated 2004 Long Term Performance Plan convert to common shares on a one-for-one basis on settlement date.
- (2) Includes 289 shares acquired through participation in the Company's Dividend Reinvestment Plan.
- (3) Performance units awarded under the Amended and Restated 2004 Long Term Performance Plan convert to common shares on a one-for-one basis. Reporting person elected to defer the receipt of 5,400 shares of common stock and received instead 5,400 share equivalent units under the Amended and Restated 2005 Deferred Compensation Plan. As a result, the reporting person is reporting the disposition of 5,400 shares of common stock in exchange for an equal number of share equivalent units.

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- (4) Balance as of December 28, 2012.

Share equivalent units acquired through deferral of performance shares awarded under 2004 Long Term Performance Plan. Deferrals are

- (5) made to the Nordson Stock Measurement Fund of the Amended & 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).

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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