

NORDSON CORP
Form 4
February 26, 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 *
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)
02/25/2010

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 Ownership (Instr. 4)
				(A) or (D)	Price		
Common Shares	02/25/2010		M	3,808	A \$ 29.61	50,811	D
Common Shares	02/25/2010		M	2,552	A \$ 24.22	53,363	D
Common Shares	02/25/2010		M	2,500	A \$ 27.71	55,863	D
Common Shares	02/25/2010		M	2,500	A \$ 37.11	58,363	D
Common Shares	02/25/2010		M	2,500	A \$ 38.99	60,863	D
	02/25/2010		F	6,565	D	54,298	D

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Common Shares	\$							
	66.17							
Common Shares		8,000 ⁽¹⁾		I				By Spouse
Common Shares		200 ⁽¹⁾		I				By Children

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

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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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units	⁽²⁾					⁽²⁾	⁽²⁾	Common Shares	⁽²⁾
Share Equivalent Units	⁽³⁾					⁽³⁾	⁽³⁾	Common Shares	⁽³⁾
Employee Stock Option (right to buy)	\$ 29.61	02/25/2010		M	3,808	03/07/2006	03/07/2012	Common Shares	3,808
Employee Stock Option (right to buy)	\$ 24.22	02/25/2010		M	2,552	03/06/2007	03/06/2013	Common Shares	2,552
Employee Stock Option	\$ 27.71	02/25/2010		M	2,500	11/03/2007	11/03/2013	Common Shares	2,500

(right to
buy)

Employee
Stock

Option (right to buy)	\$ 37.11	02/25/2010	M	2,500	11/08/2008	11/08/2014	Common Shares	2,500
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Employee
Stock

Option (right to buy)	\$ 38.99	02/25/2010	M	2,500	11/14/2009	11/14/2015	Common Shares	2,500
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Reporting Owners

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

Signatures

Robert E. Veillette, Attorney-In-Fact	02/26/2010
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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) 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 share equivalent units on a one-for-one- basis upon lapse of restriction period - 2 years following grant.
- (3) Share Equivalent Units accrued through Nordson's Directors' Deferred Compensation Plan. At time of distribution, share equivalent units convert to common shares on a one-for-one basis. Distribution is not permissible until participant ceases to be a Director.

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.