

PEET SHELLY  
Form 4  
December 21, 2010

# FORM 4

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

OMB APPROVAL

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## 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)  
12/20/2010

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)

Vice President

28601 CLEMENS ROAD

(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	12/20/2010		M	1,900 A \$ 36.91	4,701 <sup>(1)</sup>	D	
Common Shares	12/20/2010		M	2,000 A \$ 38.5	6,701	D	
Common Shares	12/20/2010		M	800 A \$ 48.91	7,501	D	
Common Shares	12/20/2010		M	1,950 A \$ 28.74	9,451	D	
Common Shares	12/20/2010		M	875 A \$ 54.52	10,326	D	

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Common Shares	12/20/2010	S	7,525	D	\$ 92.42	2,801 <sup>(1)</sup>	D
					<u>(2)</u> <u>(3)</u>		

Common Shares						1,348 <sup>(4)</sup>	I	Company ESOP and 401(k) Plans
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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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)	Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (right to buy)	\$ 36.91	12/20/2010		M	1,900	12/09/2009 12/09/2014	Common Shares	1,900	
Employee Stock Option (right to buy)	\$ 38.5	12/20/2010		M	2,000	12/07/2010 12/07/2015	Common Shares	2,000	
Employee Stock Option (right to buy)	\$ 48.91	12/20/2010		M	800	12/06/2010 12/06/2016	Common Shares	800	
Employee Stock Option (right to buy)	\$ 28.74	12/20/2010		M	1,950	12/04/2010 12/04/2018	Common Shares	1,950	

