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# NORDSON CORP

Reported by

**PEET SHELLY**

# FORM 4

(Statement of Changes in Beneficial Ownership)

Filed 01/04/11 for the Period Ending 01/03/11

| | |
|---|---|
| Address | 28601 CLEMENS RD<br>WESTLAKE, OH 44145 |
| Telephone | 4408921580 |
| CIK | 0000072331 |
| Symbol | NDSN |
| SIC Code | 3569 - General Industrial Machinery and Equipment, Not Elsewhere |
| Industry | Misc. Capital Goods |
| Sector | Capital Goods |
| Fiscal Year | 10/31 |

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# FORM 4

[ ] Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

**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(f) of the Investment Company Act of 1940

| 1. Name and Address of Reporting Person * | 2. Issuer Name **and** Ticker or Trading Symbol | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) |
|---|---|---|
| **PEET SHELLY**<br>(Last) (First) (Middle) | **NORDSON CORP [ NDSN ]** | _____ Director _____ 10% Owner |
| **28601 CLEMENS ROAD**<br>(Street) | 3. Date of Earliest Transaction (MM/DD/YYYY)<br>**1/3/2011** | __ **X** __ Officer (give title below) _____ Other (specify below)<br>**Vice President** |
| **WESTLAKE, OH 44145**<br>(City) (State) (Zip) | 4. If Amendment, Date Original Filed (MM/DD/YYYY) | 6. Individual or Joint/Group Filing (Check Applicable Line)<br>_ **X** _ Form filed by One Reporting Person<br>___ 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. Trans. Date | 2A. Deemed Execution Date, if any | 3. Trans. 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 | (A) or (D) | Price | | | |
| **Common Shares** | **1/3/2011** | | **M** | | **3000** | **A** | **$55.62** | **5801** (1) | **D** | |
| **Common Shares** | **1/3/2011** | | **S** | | **3000** | **D** | **$94.81** (2) (3) | **2801** (1) | **D** | |
| **Common Shares** | | | | | | | | **1348** (4) | **I** | **Company ESOP and 401 (k) Plans** |

### Table II - Derivative Securities Beneficially Owned ( *e.g.* , puts, calls, warrants, options, convertible securities)

| 1. Title of Derivate Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Trans. Date | 3A. Deemed Execution Date, if any | 4. Trans. 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 | | 7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4) | | 8. Price of Derivative Security (Instr. 5) | 9. Number of derivative Securities Beneficially Owned Following Reported Transaction (s) (Instr. 4) | 10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | | | |
| **Employee Stock Option (right to buy)** | **$55.62** | **1/3/2011** | | **M** | | | **3000** | **2/20/2010** | **2/20/2017** | **Common Shares** | **3000** | **$0** | **1000** | **D** | |

**Explanation of Responses:**

**( 1)** Includes 113 shares acquired through participation in the Company's Dividend Reinvestment Plan.

**( 2)** This transaction was executed in multiple trades at prices ranging from $94.77 to 94.95

**( 3)** The price reported above reflects the weighted average sale price. The reporting person will provide upon request to the SEC staff, Nordson Corporation or a shareholder of Nordson Corporation full information regarding the number of shares and prices at which each transaction was effected.

**( 4)** Balance as of October 31, 2010.

**Reporting Owners**

| | Relationships |
|---|---|

| Reporting Owner Name / Address | Director | 10% Owner | Officer | Other |
|---|---|---|---|---|
| **PEET SHELLY**<br>**28601 CLEMENS ROAD**<br>**WESTLAKE, OH 44145** | | | **Vice President** | |

**Signatures**

**Robert E. Veillette, Attorney-In-Fact** **1/4/2011**

** Signature of Reporting Person — Date

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

***** 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).

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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