

LAMBERT PETER
Form 4
July 08, 2011

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 *
LAMBERT PETER

(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)
07/07/2011

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)
Senior Vice President

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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | | Code V Amount (A) or (D) Price | | | |
| Common Shares | 07/07/2011 | | F | 566 D \$ 58.26 | 21,345 ⁽¹⁾ ⁽²⁾ | D | |
| Common Shares | | | | | 1,421 ⁽³⁾ ⁽⁴⁾ | I | Company ESOP and 401(k) Plans |

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. P... Der... Sec... (Ins...) | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------------------------------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Employee Stock Option (right to buy) | \$ 26.46 <u>(5)</u> | | | | | 12/05/2010 | 12/05/2017 | Common Shares | <u>(5)</u> |
| Employee Stock Option (right to buy) | \$ 14.37 <u>(6)</u> | | | | | 12/04/2010 | 12/04/2018 | Common Shares | <u>(6)</u> |
| Employee Stock Option (right to buy) | \$ 27.26 <u>(7)</u> | | | | | 12/03/2010 | 12/03/2019 | Common Shares | <u>(7)</u> |
| Employee Stock Option (right to buy) | \$ 43.32 <u>(8)</u> | | | | | 12/07/2011 | 12/07/2020 | Common Shares | <u>(8)</u> |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-----------------------|-------|
| | Director | 10% Owner | Officer | Other |
| LAMBERT PETER 28601 CLEMENS ROAD WESTLAKE, OH 44145 | | | Senior Vice President | |

Signatures

Robert E. Veillette,
Attorney-In-Fact

07/08/2011

__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 10,955 additional shares of common stock.
- (2) Includes 3,631 shares acquired through participation in the Company's Dividend Reinvestment Plan.
- (3) On April 12, 2011, the common stock of Nordson Corporation split 2-for-1, resulting in the reporting person's indirect ownership of 703 additional shares of common stock.
- (4) Balance as of May 27, 2011.
- (5) This option was previously reported as covering 1,700 shares at an exercise price of \$52.91 per share, but was adjusted to reflect the stock split that occurred on April 12, 2011.
- (6) This option was previously reported as covering 5,700 shares at an exercise price of \$28.74 per share, but was adjusted to reflect the stock split that occurred on April 12, 2011.
- (7) This option was previously reported as covering 4,950 shares at an exercise price of \$54.52 per share, but was adjusted to reflect the stock split that occurred on April 12, 2011.
- (8) This option was previously reported as covering 5,300 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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