

LAMBERT PETER
Form 4
March 04, 2011

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

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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

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)
28601 CLEMENS ROAD

3. Date of Earliest Transaction (Month/Day/Year)
03/03/2011

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)

Senior 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)
			Code	V	Amount	(A) or (D)	Price
Common Shares	03/03/2011		M		5,700	A	\$ 28.74
Common Shares	03/03/2011		M		1,650	A	\$ 54.52
Common Shares	03/03/2011		M		7,800	A	\$ 48.77
Common Shares	03/03/2011		M		4,515	A	\$ 52.91
Common Shares	03/03/2011		S		19,665	D	\$ 110

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Common Shares	710 ⁽²⁾	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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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)	Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	
Employee Stock Option (right to buy)	\$ 48.77	03/03/2011		M	7,800	11/22/2010 11/22/2016	Common Shares	7,800	
Employee Stock Option (right to buy)	\$ 52.91	03/03/2011		M	4,515	12/05/2010 12/05/2017	Common Shares	4,515	
Employee Stock Option (right to buy)	\$ 28.74	03/03/2011		M	5,700	12/04/2010 12/04/2018	Common Shares	5,700	
Employee Stock Option (right to buy)	\$ 54.52	03/03/2011		M	1,650	12/03/2010 12/03/2019	Common Shares	1,650	

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

03/03/2011

 **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) Includes 1,815 shares acquired through participation in the Company's Dividend Reinvestment Plan.
- (2) Balance as of March 1, 2011.

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.