

VEILLETTE ROBERT E
Form 4
March 09, 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 *
VEILLETTE ROBERT E

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
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
03/09/2010

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
VP, General Counsel & Secy.

WESTLAKE, OH 44145

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

(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 Ownership Indirect Beneficial Ownership (Instr. 4)
				(A) or (D) Code V Amount Price			
Common Shares					4,016	I	Company ESOP and 401(k) Plans
Common Shares	03/09/2010		M	1,000 A \$ 28.5	1,712 ⁽¹⁾	D	
Common Shares	03/09/2010		M	1,050 A \$ 23.07	2,762 ⁽¹⁾	D	
Common Shares	03/09/2010		M	1,050 A \$ 26.27	3,812 ⁽¹⁾	D	
	03/09/2010		M	1,050 A	4,862 ⁽¹⁾	D	

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Common Shares					\$				
					27.71				
Common Shares	03/09/2010		S	4,150	D	\$	68.75	712 ⁽¹⁾	D
						<u>(2)</u>	<u>(3)</u>		

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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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 (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
Employee Stock Option (Right to Buy)	\$ 28.5	03/09/2010		M	1,000	11/06/2005 11/06/2010	Common Shares	1,000
Employee Stock Option (Right to Buy)	\$ 23.07	03/09/2010		M	1,050	11/05/2006 11/05/2011	Common Shares	1,050
Employee Stock Option (Right to Buy)	\$ 26.27	03/09/2010		M	1,050	11/04/2007 11/04/2012	Common Shares	1,050
Employee Stock Option (Right to Buy)	\$ 27.71	03/09/2010		M	1,050	11/03/2008 11/03/2013	Common Shares	1,050

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
VEILLETTE ROBERT E 28601 CLEMENS ROAD WESTLAKE, OH 44145			VP, General Counsel & Secy.	

Signatures

Robert E.
Veillette

03/09/2010

__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 58 shares acquired through participation in the Company's Dividend Reinvestment Plan.
- (2) This transaction was executed in multiple trades at prices ranging from \$68.68 to \$68.78.
The price reported above reflects the weighted average sale price. The reporting person will provide upon request to the SEC staff,
- (3) Nordson Corporation or a shareholder of Nordson Corporation full information regarding the number of shares and prices at which each transaction was effected.

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.