

IGNAT DAVID W
Form 4
May 24, 2011

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 *
IGNAT DAVID W

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)
05/24/2011

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

WESTLAKE, OH 44145
(City) (State) (Zip)

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

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 (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| Common Shares | 05/24/2011 | | S | 2,870 D | \$ 49.89 | 2,943,724 ⁽¹⁾ | D |
| Common Shares | | | | | 557,134 ⁽³⁾ ⁽²⁾ | I | By Spouse |

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)

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| 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) | \$ 12.11 ⁽⁴⁾ | | | | | 03/06/2007 | 03/06/2013 | Common Shares | 5,104 ⁽⁴⁾ |
| Employee Stock Option (right to buy) | \$ 14.81 ⁽⁵⁾ | | | | | 03/07/2006 | 03/07/2012 | Common Shares | 7,616 ⁽⁵⁾ |
| Employee Stock Option (right to buy) | \$ 13.86 ⁽⁶⁾ | | | | | 11/03/2007 | 11/03/2013 | Common Shares | 5,000 ⁽⁶⁾ |
| Employee Stock Option (right to buy) | \$ 18.56 ⁽⁷⁾ | | | | | 11/08/2008 | 11/08/2014 | Common Shares | 5,000 ⁽⁷⁾ |
| Employee Stock Option (right to buy) | \$ 19.5 ⁽⁸⁾ | | | | | 11/14/2009 | 11/14/2015 | Common Shares | 5,000 ⁽⁸⁾ |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| IGNAT DAVID W 28601 CLEMENS ROAD WESTLAKE, OH 44145 | X | | | |

Signatures

Robert E. Veillette,
Attorney-In-Fact

05/24/2011

__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 1,473,297 additional shares of common stock.
- (2) On April 12, 2011, the common stock of Nordson Corporation split 2-for-1, resulting in the reporting person's indirect ownership of 278,567 additional shares of common stock.
- (3) Reporting person disclaims beneficial ownership of these securities.
- (4) This option was previously reported as covering 2,552 shares at an exercise price of \$24.22 per share, but was adjusted to reflect the stock split that occurred on April 12, 2011.
- (5) This option was previously reported as covering 3,808 shares at an exercise price of \$29.62 per share, but was adjusted to reflect the stock split that occurred on April 12, 2011.
- (6) This option was previously reported as covering 2,500 shares at an exercise price of \$27.72 per share, but was adjusted to reflect the stock split that occurred on April 12, 2011.
- (7) This option was previously reported as covering 2,500 shares at an exercise price of \$37.12 per share, but was adjusted to reflect the stock split that occurred on April 12, 2011.
- (8) This option was previously reported as covering 2,500 shares at an exercise price of \$39.00 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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