

Hilton Michael F  
 Form 4  
 November 30, 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 \*  
 Hilton Michael F

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)  
 11/28/2011

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
 President & CEO

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)
			Code	V	Amount	(D)	Price
Common Shares <sup>(1)</sup>	11/28/2011		A		10,000	A	\$ 0
					25,842 <sup>(2)</sup>	D	

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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (right to buy)	\$ 43.73	11/28/2011		A	55,000	(3)	11/28/2021	Common Shares	55,000
Employee Stock Option (right to buy)	\$ 30.7 (4)					(5)	01/16/2020	Common Shares	(4)
Employee Stock Option (right to buy)	\$ 43.32 (6)					(7)	12/07/2020	Common Shares	(6)

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Hilton Michael F 28601 CLEMENS ROAD WESTLAKE, OH 44145			President & CEO	

## Signatures

Robert E. Veillette,  
Attorney-In-Fact

11/30/2011

\_\_\_\_\_  
\*\*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) Grant to reporting person of restricted common shares pursuant to the Amended and Restated Nordson Corporation 2004 Long-Term Performance Plan. Restriction on transfer of one-third of the shares lapses annually for three years following date of grant.
- (2) On April 12, 2011, the common stock of Nordson Corporation split 2-for-1, resulting in the reporting person's ownership of 7,921 additional shares of common stock.

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- (3) Grant to reporting person of option to purchase shares of Common Stock under Nordson's Long-Term Performance Plan, exercisable in annual increments of 25% on a cumulative basis beginning 11/28/2012.
- (4) This option was previously reported as covering 34,609 shares at an exercise price of \$61.39 per share, but was adjusted to reflect the stock split that occurred on April 12, 2011.
- (5) Grant to reporting person of option to purchase shares of Common Stock under Nordson's Long-Term Performance Plan, exercisable in annual increments of 25% on a cumulative basis beginning 01/16/2011.
- (6) This option was previously reported as covering 25,000 shares at an exercise price of \$86.63 per share, but was adjusted to reflect the stock split that occurred on April 12, 2011.
- (7) Grant to reporting person of option to purchase shares of Common Stock under Nordson's Long-Term Performance Plan, exercisable in annual increments of 25% on a cumulative basis beginning 12/07/2011.

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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