

THAXTON GREGORY A  
Form 4  
January 14, 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 \*  
THAXTON GREGORY A

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)  
01/13/2011

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
Vice President, CFO

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V Amount (A) or (D) Price			
Common Shares	01/13/2011		M	360 A \$ 38.5	3,642	D	
Common Shares	01/13/2011		M	1,825 A \$ 48.77	5,467	D	
Common Shares	01/13/2011		M	3,275 A \$ 28.74	8,742	D	
Common Shares	01/13/2011		M	1,875 A \$ 54.52	10,617	D	
Common Shares	01/13/2011		S	7,335 D \$ 94.05	3,282	D	

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Common Shares	2,710 <sup>(3)</sup>	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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**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)	\$ 38.5	01/13/2011		M	360	11/22/2007      12/07/2015	Common Shares	360
Employee Stock Option (right to buy)	\$ 48.77	01/13/2011		M	1,825	11/22/2010      11/22/2016	Common Shares	1,825
Employee Stock Option (right to buy)	\$ 28.74	01/13/2011		M	3,275	12/04/2010      12/04/2018	Common Shares	3,275
Employee Stock Option (right to buy)	\$ 54.52	01/13/2011		M	1,875	12/03/2010      12/03/2019	Common Shares	1,875
Share Equivalent	<u>(4)</u>	01/13/2011		J	2	<u>(4)</u> <u>(4)</u>	Common Shares	2

