

PUMA MARY G

Form 4

November 30, 2011

**FORM 4****UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

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

## OMB APPROVAL

OMB  
Number: 3235-0287  
Expires: January 31,  
2005  
Estimated average  
burden hours per  
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*

PUMA MARY G

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)

11/28/2011

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

(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<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3.<br>Transaction<br>Code<br>(Instr. 8) | 4. Securities<br>Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|----------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|-------------------------------------------------------------------|
| Common<br>Shares <sup>(1)</sup>       | 11/28/2011                              |                                                             | A                                       | 2,173 A \$ 0                                                               | 20,265 <sup>(2)</sup>                                                                                              | D                                                                    |                                                                   |

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  
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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)**

# Edgar Filing: PUMA MARY G - Form 4

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4.<br>Transaction<br>Code<br>(Instr. 8) | 5.<br>Number<br>of<br>Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed<br>of (D)<br>(Instr. 3,<br>4, and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) |     | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) |                    | 8.               |                                        |
|-----------------------------------------------------|-----------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|-----------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|-----|---------------------------------------------------------------------|--------------------|------------------|----------------------------------------|
|                                                     |                                                                       |                                         |                                                             | Code                                    | V                                                                                                                     | (A)                                                            | (D) | Date<br>Exercisable                                                 | Expiration<br>Date | Title            | Amount<br>or<br>Number<br>of<br>Shares |
| Share<br>Equivalent<br>Units                        | (3)                                                                   | 11/28/2011                              |                                                             | J                                       |                                                                                                                       | 16<br>(4)                                                      |     | (3)                                                                 | (3)                | Common<br>Shares | 16 (4)                                 |
| Employee<br>Stock<br>Option<br>(right to<br>buy)    | \$ 12.11<br>(6)                                                       |                                         |                                                             |                                         |                                                                                                                       |                                                                |     | 03/06/2007                                                          | 03/06/2013         | Common<br>Shares | (6)                                    |
| Employee<br>Stock<br>Option<br>(right to<br>buy)    | \$ 13.86<br>(6)                                                       |                                         |                                                             |                                         |                                                                                                                       |                                                                |     | 11/03/2007                                                          | 11/03/2013         | Common<br>Shares | (6)                                    |
| Employee<br>Stock<br>Option<br>(right to<br>buy)    | \$ 18.56<br>(6)                                                       |                                         |                                                             |                                         |                                                                                                                       |                                                                |     | 11/08/2008                                                          | 11/08/2014         | Common<br>Shares | (6)                                    |
| Employee<br>Stock<br>Option<br>(right to<br>buy)    | \$ 19.5 (6)                                                           |                                         |                                                             |                                         |                                                                                                                       |                                                                |     | 11/14/2009                                                          | 11/14/2015         | Common<br>Shares | (6)                                    |

## Reporting Owners

| Reporting Owner Name / Address                          | Relationships                    |
|---------------------------------------------------------|----------------------------------|
|                                                         | Director 10% Owner Officer Other |
| PUMA MARY G<br>28601 CLEMENS ROAD<br>WESTLAKE, OH 44145 | X                                |

## Signatures

Robert E. Veillette,  
Attorney-In-Fact

11/29/2011

\_\_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 shares lapses after two 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 9,046 additional shares of common stock.
- (3) Share equivalent units accrued through Nordson's Directors' Deferred Compensation Plan. At time of distribution, share equivalent units convert to common shares on a one-for-one basis. Distribution is not permissible until participant ceases to be a Director.
- (4) Share Equivalent Units accrued through dividend payment.
- (5) On April 12, 2011, the common stock of Nordson Corporation split 2-for-1, resulting in the reporting person's ownership of 1,143 additional Share Equivalent Units.
- (6) 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.
- (7) This option was previously reported as covering 2,500 shares at an exercise price of \$27.71 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 \$37.11 per share, but was adjusted to reflect the stock split that occurred on April 12, 2011.
- (9) This option was previously reported as covering 2,500 shares at an exercise price of \$38.99 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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