

LAMBERT PETER
Form 4
November 30, 2012

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 *
LAMBERT PETER

2. Issuer Name and Ticker or Trading Symbol
NORDSON CORP [NDSN]

5. Relationship of Reporting Person(s) to Issuer

(Last) (First) (Middle)

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

(Check all applicable)

28601 CLEMENS ROAD

11/28/2012

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

Senior Vice President

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
X 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 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 (A) or (D) Price			
Common Shares	11/28/2012		F	217 D \$ 61.24	16,096 ⁽¹⁾	D	
Common Shares ⁽²⁾	11/28/2012		A	1,550 A \$ 0	17,646 ⁽¹⁾	D	
Common Shares					1,331 ⁽³⁾	I	Company ESOP and 401(k) Plans

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)

Table with 8 columns: 1. Title of Derivative Security, 2. Conversion or Exercise Price of Derivative Security, 3. Transaction Date, 3A. Deemed Execution Date, if any, 4. Transaction Code, 5. Number of Derivative Securities, 6. Date Exercisable and Expiration Date, 7. Title and Amount of Underlying Securities, and an additional column for Amount or Number of Shares. Row 1: Employee Stock Option (right to buy) (4) with price \$61.59, date 11/28/2012, code A, 8,500 shares, expires 11/28/2022.

Reporting Owners

Table with 2 columns: Reporting Owner Name / Address and Relationships. Row 1: LAMBERT PETER, 28601 CLEMENS ROAD, WESTLAKE, OH 44145. Relationships: Director, 10% Owner, Officer, Senior Vice President, Other.

Signatures

Robert E. Veillette, Attorney-In-Fact, 11/30/2012. **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 566 shares acquired through participation in the Company's Dividend Reinvestment Plan.
(2) Grant to reporting person of restricted common shares pursuant to the Amended and Restated Nordson Corporation 2004 Long-Term Performance Plan.
(3) Balance as of October 31, 2012.
(4) 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 11-28-2013.

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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