

NORDSON CORP  
Form 4  
February 26, 2010

**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 \*  
HARDIS STEPHEN R

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)  
02/25/2010

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)
				(A) or (D)	Price		
Common Shares	02/25/2010		M	3,808	A \$ 29.61	50,811	D
Common Shares	02/25/2010		M	2,552	A \$ 24.22	53,363	D
Common Shares	02/25/2010		M	2,500	A \$ 27.71	55,863	D
Common Shares	02/25/2010		M	2,500	A \$ 37.11	58,363	D
Common Shares	02/25/2010		M	2,500	A \$ 38.99	60,863	D
	02/25/2010		F	6,565	D	54,298	D

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Common Shares	\$							
	66.17							
Common Shares		8,000 <sup>(1)</sup>	I					By Spouse
Common Shares		200 <sup>(1)</sup>	I					By Children

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 required to respond unless the form displays a currently valid OMB control number.**

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(9-02)

**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	Amount or Number of Shares
Restricted Stock Units	<sup>(2)</sup>					<sup>(2)</sup>	<sup>(2)</sup>	Common Shares	<sup>(2)</sup>
Share Equivalent Units	<sup>(3)</sup>					<sup>(3)</sup>	<sup>(3)</sup>	Common Shares	<sup>(3)</sup>
Employee Stock Option (right to buy)	\$ 29.61	02/25/2010		M	3,808	03/07/2006 03/07/2012		Common Shares	3,808
Employee Stock Option (right to buy)	\$ 24.22	02/25/2010		M	2,552	03/06/2007 03/06/2013		Common Shares	2,552
Employee Stock Option	\$ 27.71	02/25/2010		M	2,500	11/03/2007 11/03/2013		Common Shares	2,500

(right to buy)

Employee

Stock

Option	\$ 37.11	02/25/2010	M	2,500	11/08/2008	11/08/2014	Common Shares	2,500
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Employee

Stock

Option	\$ 38.99	02/25/2010	M	2,500	11/14/2009	11/14/2015	Common Shares	2,500
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## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HARDIS STEPHEN R 28601 CLEMENS ROAD WESTLAKE, OH 44145		X		

## Signatures

Robert E. Veillette, Attorney-In-Fact	02/26/2010
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\_\_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) Reporting person disclaims beneficial ownership of these securities.
- (2) Security acquired through deferral of grant of restricted stock under Directors' Deferred Compensation Plan and converts to share equivalent units on a one-for one- basis upon lapse of restriction period - 2 years following grant.
- (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.

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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