

VEILLETTE ROBERT E  
Form 4  
January 10, 2012

**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 \*  
VEILLETTE ROBERT E

(Last) (First) (Middle)  
28601 CLEMENS ROAD  
(Street)

WESTLAKE, OH 44145

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)  
01/06/2012

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
VP, General Counsel & Sec

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 Indirect Beneficial Ownership (Instr. 4)
				(A) or (D)	Amount or Price		
Common Shares <sup>(1)</sup>	01/06/2012		A	6,000	A <u>(2)</u> 13,200 <sup>(3)</sup>	D	
Common Shares	01/06/2012		F	348	D \$ 41.85 12,852 <sup>(3)</sup>	D	
Common Shares	01/06/2012		D	5,400	D <u>(4)</u> 7,452 <sup>(3)</sup>	D	
Common Shares					7,127 <sup>(5)</sup>	I	Company ESOP and 401(k) Plan



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Performance units awarded under Amended and Restated 2004 Long Term Performance Plan convert to common shares on a one-for-one basis on settlement date.

(2) Fair market value of common shares on settlement date, January 6, 2012, was \$41.85 per share.

(3) Includes 147 shares acquired through participation in the Company's Dividend Reinvestment Plan.

Performance units awarded under the Amended and Restated 2004 Long Term Performance Plan convert to common shares on a

(4) one-for-one basis. Reporting person elected to defer the award to share equivalent units under the Amended and Restated 2005 Deferred Compensation Plan.

(5) Balance as of January 3, 2012.

Share Equivalent Units acquired through deferral of performance shares awarded under Amended and Restated 2004 Long Term

(6) Performance Plan. Deferrals are made to the Nordson Stock Measurement Fund of the Amended and Restated 2005 Deferred Compensation Plan. Equivalent Units are settled in common shares at reporting person's termination of employment or retirement subject to delayed distribution rules of Internal Revenue Code Section 409(A).

(7) Share Equivalent Units accrued through dividend payment.

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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