

Cook John F
Form 4
April 02, 2009

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 *
Cook John F

2. Issuer Name and Ticker or Trading Symbol
NORD RESOURCES CORP
[NRDS.OB]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

1 WEST WETMORE ROAD,
SUITE 107

3. Date of Earliest Transaction
(Month/Day/Year)
01/28/2009

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

(Street)

TUCSON, AZ 85705

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 Ownership (Instr. 4)
				(A) or (D)	Price		
				Code	V	Amount	
Common stock	01/28/2009		M	78,952	A	149,014	D
Common stock						71,426	I
							Tormin Resources Ltd. (2)

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474 (9-02)

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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 Underlying Security (Instr. 3 and 4)		
						Date Exercisable	Expiration Date	Title	
				Code	V	(A)	(D)		
Phantom Stock	(1)	01/28/2009		M	79,951.669	01/28/2009	01/28/2009	Common	stock
Phantom Stock	(3)	03/31/2009		A	27,542	(3)	(3)	Common	stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Cook John F 1 WEST WETMORE ROAD, SUITE 107 TUCSON, AZ 85705	X			

Signatures

/s/ Wayne Morrison as attorney-in-fact for John F. Cook
04/02/2009

 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).
- Settlement of deferred fee phantom stock units issued in payment of non-executive director fees pursuant to the Issuer's 2006 Stock Incentive Plan. Each share of phantom stock is the economic equivalent of one share of common stock and was settled as provided in the reporting person's deferral election.
- (1) Incentive Plan. Each share of phantom stock is the economic equivalent of one share of common stock and was settled as provided in the reporting person's deferral election.
- (2) These securities are owned by Tormin Resources Limited, a company providing consulting services to the mining industry, and owned and controlled by Mr. Cook.
- These deferred fee phantom stock units were issued in payment of non-executive director fees pursuant to the Issuer's 2006 Stock Incentive Plan. Each share of phantom stock is the economic equivalent of one share of common stock. These shares of phantom stock become payable in common stock of the Issuer upon the reporting person's termination of service as a director or as otherwise provided in the reporting person's deferral election.
- (3) Incentive Plan. Each share of phantom stock is the economic equivalent of one share of common stock. These shares of phantom stock become payable in common stock of the Issuer upon the reporting person's termination of service as a director or as otherwise provided in the reporting person's deferral election.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.