

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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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 *
VEILLETTE ROBERT E

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)
 01/06/2012

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

WESTLAKE, OH 44145

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

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

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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)	8. P... Der... Sec... (Ins...	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Share Equivalent Units	(6)	01/06/2012		J	7 (7)	(6)	(6)	Common Shares	7 (7)
Share Equivalent Units	(6)	01/06/2012		A	5,400	(6)	(6)	Common Shares	5,400

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
VEILLETTE ROBERT E 28601 CLEMENS ROAD WESTLAKE, OH 44145			VP, General Counsel & Sec	

Signatures

Robert E. Veillette 01/10/2012

**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)

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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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