

BLOOMFIELD DOUGLAS C
Form 4
March 25, 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 *
BLOOMFIELD DOUGLAS C

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)
03/24/2010

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

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)
			Code	V Amount (A) or (D) Price			
Common Shares	03/24/2010		M	800 A \$ 27.71	851 ⁽¹⁾	D	
Common Shares	03/24/2010		M	1,400 A \$ 36.91	2,251 ⁽¹⁾	D	
Common Shares	03/24/2010		M	4,500 A \$ 38.99	6,751 ⁽¹⁾	D	
Common Shares	03/24/2010		S	6,700 D \$ 69.43 ^{(2) (3)}	51 ⁽¹⁾	D	
Common Shares					3,731	I	Company ESOP and

401(k)
Plan

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			6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
					Acquired (A)	Disposed of (D)	(Instr. 3, 4, and 5)	Date Exercisable	Expiration Date		
				Code	V	(A)	(D)			Title	Amount or Number of Shares
Employee Stock Option (right to buy)	\$ 27.71	03/24/2010		M		800		11/03/2008	11/03/2013	Common Shares	800
Employee Stock Option (right to buy)	\$ 36.91	03/24/2010		M		1,400		12/09/2009	12/09/2014	Common Shares	1,400
Employee Stock Option (right to buy)	\$ 38.99	03/24/2010		M		4,500		11/14/2009	11/14/2015	Common Shares	4,500
Share Equivalent Unit	(4)							(4)	(4)	Common Shares	(4)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other

BLOOMFIELD DOUGLAS C
28601 CLEMENS ROAD
WESTLAKE, OH 44145

Vice President

Signatures

Robert E. Veillette,
Attorney-In-Fact

03/25/2010

**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 51 shares acquired through participation in the Company's Dividend Reinvestment Plan.

(2) This transaction was executed in multiple trades at prices ranging from \$69.00 to \$69.89.

The price reported above reflects the weighted average sale price. The reporting person will provide upon request to the SEC staff,

(3) Nordson Corporation or a shareholder of Nordson Corporation full information regarding the number of shares and prices at which each transaction was effected.

(4) Share Equivalent Units acquired through deferral of performance shares awarded under 2004 Long Term Performance Plan. Deferrals are made to the Nordson Stock Measurement Fund of the Amended & Restated 2005 Deferred Compensation Plan. Share 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).

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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