

NORDSON CORP
Form DEF 14A
January 23, 2012

SCHEDULE 14A

(Rule 14a-101)

INFORMATION REQUIRED IN PROXY STATEMENT

SCHEDULE 14A INFORMATION

**Proxy Statement Pursuant to Section 14(a) of the
Securities Exchange Act of 1934**

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material Pursuant Rule 14a-12

NORDSON CORPORATION

(Name of Registrant as Specified in Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

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Not Applicable

- (2) Aggregate number of securities to which transaction applies:

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NORDSON CORPORATION

Notice of 2012
Annual Meeting
and Proxy Statement

Nordson Corporation

28601 Clemens Road

Westlake, Ohio 44145

January 23, 2012

Dear Shareholder:

It is my pleasure, on behalf of your Board of Directors, to invite you to attend our Annual Meeting of Shareholders, which will be held this year at the Atlanta Marriott Alpharetta, 5750 Windward Parkway, Alpharetta, Georgia 30005, Tuesday, February 28, 2012 at 8:30 a.m.

The accompanying Notice of Annual Meeting of Shareholders and Proxy Statement describe the items of business that will be discussed and voted upon during the meeting. It is important that you vote your shares whether or not you plan to attend the meeting. You have a choice of voting through the Internet, by telephone or by returning the enclosed proxy/voting instruction card by mail. You may also vote in person at the meeting. Please refer to the instructions in the enclosed materials. If you attend the meeting and wish to vote in person, the ballot you submit at the meeting will supersede your proxy.

We look forward to providing you a report on Fiscal Year 2011 and the first quarter of Fiscal Year 2012 which ends January 31, 2012. On behalf of management and our Board of Directors, I want to thank you for your continued support and confidence in 2012.

Sincerely,

JOSEPH P. KEITHLEY

Chairman of the Board of Directors

NORDSON CORPORATION
NOTICE OF ANNUAL MEETING
OF SHAREHOLDERS

To Be Held Tuesday, February 28, 2012

The Annual Meeting of Shareholders of Nordson Corporation will be held this year at the Atlanta Marriott Alpharetta, 5750 Windward Parkway, Alpharetta, Georgia 30005, Tuesday, February 28, 2012, at 8:30 a.m. for the following purposes:

1. To elect as directors three nominees, named in the Proxy Statement and recommended by the Board of Directors, to serve until the 2015 Annual Meeting of Shareholders and until their successors shall have been elected and qualified;

The Board of Directors recommends a vote FOR all nominees

2. To ratify the appointment of Ernst & Young LLP as our independent registered public accounting firm for the Fiscal Year ending October 31, 2012;

The Board of Directors recommends a FOR vote on this proposal

3. To cast an advisory vote related to the compensation of Nordson Corporation's named executive officers;

The Board of Directors recommends a FOR vote on this proposal

and

4. To transact such other business as may properly come before the meeting or any adjournment or postponement thereof.

A Proxy Statement, Proxy/Voting Instruction Card, and Annual Report to Shareholders, which includes our Annual Report on Form 10-K for the Fiscal Year ended October 31, 2011, accompany this Notice. The Board of Directors has determined that our shareholders of record at the close of business on January 3, 2012 are entitled to notice of, and to vote at, the Annual Meeting of Shareholders.

By Order of the Board of Directors,

ROBERT E. VEILLETTE

Vice President, General Counsel

and Secretary

Westlake, Ohio

January 23, 2012

NORDSON CORPORATION

PROXY STATEMENT

FOR THE ANNUAL MEETING OF SHAREHOLDERS

FEBRUARY 28, 2012

The accompanying proxy is solicited on behalf of the Board of Directors (Board) of Nordson Corporation for use at the 2012 Annual Meeting of Shareholders (Annual Meeting). The Annual Meeting will be held at the Atlanta Marriott Alpharetta, 5750 Windward Parkway, Alpharetta, Georgia 30005, Tuesday, February 28, 2012, at 8:30 a.m. for the following purposes:

1. To elect as directors three nominees, named in the Proxy Statement and recommended by the Board of Directors to serve until the 2015 Annual Meeting of Shareholders and until their successors shall have been elected and qualified;
2. To ratify the appointment of Ernst & Young LLP as our independent registered public accounting firm for the Fiscal Year ending October 31, 2012;
3. To cast an advisory vote related to the compensation of Nordson Corporation s named executive officers; and
4. To transact such other business as may properly come before the meeting or any adjournment or postponement thereof.

This Proxy Statement and the accompanying proxy/voting instruction card were first mailed to shareholders on or about January 23, 2012. Our 2011 Annual Report to Shareholders is enclosed with this Proxy Statement.

This Proxy Statement contains important information regarding our Annual Meeting, the proposals on which you are being asked to vote, information you may find useful in determining how to vote, and information about voting procedures. As used herein, we, us, our, Nordson or the Company refers to Nordson Corporation.

Important Notice Regarding the Availability of Proxy Materials for the Annual

Meeting of Shareholders to be held on February 28, 2012:

The Proxy Statement, proxy/voting instruction card and the Annual Report to Shareholders which includes our Annual Report on Form 10-K for the Fiscal Year ended October 31, 2011 are available on our website at: www.nordson.com/investors.

QUESTIONS AND ANSWERS ABOUT THE ANNUAL MEETING AND THESE PROXY MATERIALS

Why am I receiving this Proxy Statement? You have been sent this Proxy Statement because you were a shareholder, or held Nordson common stock through a broker, bank or other third party, at the close of business on January 3, 2012, the record date for shareholders entitled to vote at the Annual Meeting.

What is a proxy? A proxy is your legal appointment of another person to vote the shares that you own in accordance with your instructions. The person you appoint to vote your shares is also called a proxy.

On the proxy/voting instruction card, you will find the names of the persons designated by the Company to act as proxies to vote your shares at the Annual Meeting. The proxies are required to vote your shares in the manner you instruct.

What is the record date for voting at the Annual Meeting? The record date for the 2012 Annual Meeting of Shareholders is January 3, 2012.

Who can attend the Annual Meeting? All shareholders of record as of the close of business on January 3, 2012 may attend the meeting.

What proposals may I vote on at the Annual Meeting and how does the Board recommend I vote? The following matters will be voted on at the Annual Meeting:

#	Proposal	Board Recommendation
1	To elect as directors three nominees, named in the Proxy Statement and recommended by the Board of Directors to serve for a three-year term: Michael J. Merriman, Jr., Frank M. Jaehnert and Arthur L. George, Jr.	FOR ALL NOMINEES
2	Ratification of the appointment of Ernst & Young LLP as our independent registered public accounting firm for Fiscal Year 2012	FOR
3	An advisory vote on compensation paid to our named executive officers	FOR

Will any other matters be voted on? We are not aware of any other matters on which you will be asked to vote at the Annual Meeting. If other matters are properly brought before the Annual Meeting, the proxy holders will use their discretion to vote on these matters as they may arise. Furthermore, if a nominee cannot or will not serve as director, then the proxy holders will vote for a replacement nominated by the Board. We do not expect any nominee to be unwilling to serve.

Who may vote? Shareholders of record at the close of business on January 3, 2012 may vote. At the close of business on the record date, there were 65,187,881 shares of our common stock outstanding and entitled to vote. Each shareholder is entitled to one vote per share.

Voting for directors will be cumulative if any shareholder provides notice in writing to the President, a Vice President or the Secretary of Nordson of a desire to have cumulative voting. The notice must be received at least 48 hours before the time set for the Annual Meeting, and an announcement of the notice must be made at the beginning of the meeting by the Chairman or the Secretary, or by or on behalf of the shareholder giving the notice. If cumulative voting is in effect, each shareholder will be entitled to cast, in the election of directors, a number of votes equal to the product of the number of directors to be elected multiplied by the number of shares that the shareholder is voting. Shareholders may cast all of these votes for one nominee or distribute them among several nominees, as they see fit. If cumulative voting is in effect, shares represented by each properly submitted proxy will also be voted on a cumulative basis, with the votes distributed among the nominees in accordance with the judgment of the persons named on the proxy/voting instruction card.

What is the difference between holding shares as a shareholder of record and as a beneficial owner?

Shareholder of record. If your shares are registered in your name with our registrar, Computershare Limited, you are considered the shareholder of record and these proxy materials have been sent directly to you. You may vote in person at the meeting. You may also grant us your proxy to vote your shares by telephone, via the Internet, or by mailing your signed proxy/voting instruction card in the postage-paid envelope provided. The card provides voting instructions.

Beneficial owner. If your shares are held in a brokerage account, by a trustee, or by another nominee, then that other person is considered the shareholder of record. We sent these proxy materials to that other person, and they have been forwarded to you with a voting instruction card. As the beneficial owner, you have the right to direct your broker, trustee, or other nominee how to vote, and you are also invited to attend the meeting. Please refer to the information your broker, trustee, or other nominee provided to determine what voting options are available to you.

Beneficial owner of shares held in the Nordson Corporation Employees Savings Trust (401k) Plans and Nordson Corporation Employee Stock Ownership Plans (ESOP). If you participate in our 401(k) plan and/or our ESOP, you may vote the amount of shares credited to your account as of the record date for the Annual Meeting. You do so by instructing New York Life Investment Management, the trustee of the 401(k) plan and the ESOP, pursuant to the voting instruction card being delivered with this Proxy Statement to plan participants. The trustee will vote your shares in accordance with your duly executed instructions if received by 11:59 p.m. Eastern Standard Time February 23, 2012.

How do I vote and what are the voting deadlines?

Shareholders of Record. If you are a shareholder of record, there are several ways for you to vote your shares:

By Mail. You may submit your vote by completing, signing and dating each proxy/voting instruction card received and returning it in the prepaid envelope. Sign your name exactly as it appears on the proxy/voting instruction card. Proxy/voting instruction cards submitted by mail must be received no later than 11:59 p.m. Eastern Time, February 27, 2012 to be voted at the Annual Meeting.

By telephone or via the Internet. You may vote your shares by telephone or via the Internet by following the instructions provided on the proxy/voting instruction card. If you vote by telephone or via the Internet, you do not need to return a proxy/voting instruction card by mail. Internet and telephone voting are available 24 hours a day. Votes submitted by telephone or through the Internet must be received by 11:59 p.m. Eastern Time, February 27, 2012.

In person at the Annual Meeting. You may vote your shares in person at the Annual Meeting. Even if you plan to attend the Annual Meeting in person, we recommend that you also submit your proxy card or voting instructions or vote by telephone or via the Internet by the applicable deadline so that your vote will be counted if you later decide not to attend the meeting.

Beneficial Owners. If you are a beneficial owner of your shares, you should have received voting instructions from the broker, trustee or other nominee holding your shares. You should follow the instructions in the notice or voting instructions provided by your broker, trustee or nominee in order to instruct your broker, trustee or other nominee on how to vote your shares. The availability of telephone and Internet voting will depend on the voting process of the broker, trustee or nominee. Shares held beneficially may be voted in person at the Annual Meeting only if you obtain a legal proxy from the broker or nominee giving you the right to vote the shares.

All Owners. If you receive more than one proxy card and/or voting instruction card, it is important that you vote all shares represented by the multiple cards. Each card represents different shares.

May I change my vote? Yes. You may change your vote or revoke your proxy any time before the Annual Meeting.

Shareholders of Record. If you are a shareholder of record, you may revoke your vote at any time before the final vote at the Annual Meeting by:

submitting a later-dated vote by telephone or via the Internet since only your latest Internet or telephone proxy received by 11:59 p.m. Eastern Time on February 27, 2012 will be counted;

returning a later-dated proxy card;

delivering a written revocation to our Corporate Secretary at 28601 Clemens Road, Westlake, Ohio 44145 before the Annual Meeting; or

attending the Annual Meeting in person and voting again.

Beneficial Owners. If you are a beneficial owner of your shares, you must contact the broker or other nominee holding your shares and follow their instructions for changing your vote. For 401(k) plan and ESOP shares, you may revoke previously given voting instructions on or before February 23, 2012 by filing either a written notice of revocation or a properly completed and signed voting instruction card bearing a later date with New York Life Investment Management, the trustee.

What will happen if I do not vote my shares?

Shareholders of Record. If you are the shareholder of record and you do not vote by proxy card, by telephone, via the Internet or in person at the Annual Meeting, your shares will not be voted at the Annual Meeting.

Beneficial Owners. If you are the beneficial owner of your shares, your broker, trustee or nominee may vote your shares only on those proposals on which it has discretion to vote. Under the rules of the Securities and Exchange Commission, your broker, trustee or nominee does not have discretion to vote your shares on non-routine matters such as Proposals 1 and 3. Therefore, if you do not provide voting instructions to your broker, trustee or other nominee, your broker or other nominee may only vote your shares on Proposal 2 and any other routine matters properly presented for a vote at the Annual Meeting.

What if I do not specify how my shares are to be voted? If you are a shareholder of record and you submit a proxy, but you do not provide voting instructions, your shares will be voted as indicated in the following table:

Proposal	Vote to be Cast
Proposal 1 Election of three nominees for director	FOR ALL NOMINEES
Proposal 2 Ratification of Ernst & Young LLP as the independent registered public accounting firm for Fiscal Year ending October 31, 2012	FOR
Proposal 3 Advisory vote on executive compensation	FOR

What constitutes a quorum, and why is a quorum required? Our Regulations require a quorum of shareholders to hold our Annual Meeting. A quorum exists when at least a majority of the outstanding shares entitled to vote at the close of business on the record date (January 3, 2012) are represented at the Annual Meeting either in person or by proxy. Your shares will be counted towards the quorum if you submit a proxy or vote at the Annual Meeting. Abstentions and broker non-votes (described below) will also count towards the quorum requirement. If a quorum is not achieved, a majority of the shares present at the Annual Meeting may adjourn the meeting to a later date.

What is the effect of a broker non-vote? Brokers or other nominees who hold Nordson common shares for a beneficial owner have the discretion to vote on routine proposals when they have not received voting instructions from the beneficial owner at least ten days prior to the Annual Meeting. Your broker is not permitted to vote on your behalf on the election of directors and other non-routine matters unless you provide specific instructions by completing and returning the proxy card or following the instructions provided to you by your broker, trustee or nominee to vote your shares via telephone or the Internet. For your vote to be counted, you need to communicate your voting instructions to your broker, trustee or nominee.

A broker non-vote occurs when a broker or other nominee does not receive voting instructions from the beneficial owner and does not have the discretion to direct the voting of the shares. Broker non-votes will be counted for purposes of calculating whether a quorum is present at the Annual Meeting, but will not be counted for purposes of determining the number of votes present in person or represented by proxy and entitled to vote with respect to a particular proposal. Thus, a broker non-vote will not impact our ability to obtain a quorum and will not otherwise affect the outcome of the vote on a proposal that requires a plurality of votes cast (Proposal 1) or the approval of Proposal 2 since brokers have discretion to vote uninstructed shares on that proposal. Broker non-votes will affect the outcome of the vote on Proposal 3. It is important that you provide voting instructions for all shares you own beneficially.

What is the vote required for each proposal?

		Broker Discretionary	
Proposal		Vote Required	Voting Permitted
Proposal 1	Election of three nominees for director	Plurality of Votes Cast	No
Proposal 2	Ratification of Ernst & Young, LLP as our independent registered public accounting firm for Fiscal Year 2012	Majority of the Shares Entitled to Vote and Present in Person or Represented by Proxy	Yes
Proposal 3	Advisory vote on compensation paid to our named executive officers	Majority of the Shares Entitled to Vote and Present in Person or Represented by Proxy	No

With respect to Proposal 1, you may vote FOR all nominees, WITHHOLD your vote as to all nominees, or vote FOR all nominees except those specific nominees from whom you WITHHOLD your vote. Nominees receiving the most FOR votes will be elected. A properly executed proxy marked WITHHOLD with respect to the election of one or more nominees will not be voted with respect to the nominee or nominees indicated. Proxies may not be voted for more than three nominees.

With respect to Proposals 2 and 3, you may vote FOR, AGAINST or ABSTAIN. If you ABSTAIN from voting on Proposals 2 or 3, the abstention will have the same effect as an AGAINST vote.

Who will count the votes? Broadridge Financial Solutions, Inc. has been engaged as our independent agent to receive and tabulate shareholder votes. Broadridge will separately tabulate FOR, AGAINST and WITHHOLD votes, abstentions, and broker non-votes. The Inspectors of Election will certify the election results and perform any other acts required by Ohio Corporation Law.

What happens if the annual meeting is adjourned or postponed? Your proxy will still be effective and will be voted at the rescheduled Annual Meeting. You will still be able to change or revoke your proxy until it is voted.

Who is paying for the costs of this proxy solicitation? We will bear the expense of soliciting proxies. Proxies may also be solicited in person, by telephone or electronically by Nordson personnel who will not receive additional compensation for such solicitation. Copies of proxy materials and the Annual Report to Shareholders will be supplied to brokers and other nominees for the purpose of

soliciting proxies from beneficial owners, and we will reimburse such brokers or other nominees for their reasonable expenses.

How will I know the results of the Annual Meeting? The final voting results will be tallied by our Inspectors of Elections and published in a Current Report on Form 8-K that we expect to file within four business days of the Annual Meeting. If final voting results are not available to us in time to file a Form 8-K within four business days after the Annual Meeting, we intend to file a Form 8-K to disclose preliminary voting results and, within four business days after the final results are known, we will file an additional Form 8-K to disclose the final voting results.

Delivery of voting materials to shareholders sharing an address. To reduce the expense of delivering duplicate materials to shareholders sharing the same address, we have adopted a procedure approved by the Securities and Exchange Commission called "householding." Under this procedure, certain shareholders of record who have the same address and last name will receive only one copy of the Annual Report to Shareholders and proxy materials until such time as one or more of these shareholders notifies us that they wish to receive individual copies. Shareholders of record in the same household continue to receive separate proxy cards.

We will mail materials that you request at no cost. You may contact us with your request by writing to or calling Corporate Communications, Nordson Corporation, 28601 Clemens Road, Westlake, Ohio, 44145 or 440-414-5606. You can also access the Proxy Statement and Annual Report online on our website at: www.nordson.com/investors.

How do I submit director nominations or shareholder proposals for the 2013 Annual Meeting?

Shareholder Proposals Submitted Under Rule 14a-8

Assuming that our 2013 Annual Meeting is held within thirty days of the anniversary of the 2012 Annual Meeting, any shareholder who wishes to submit a proposal for consideration at next year's meeting and for inclusion in next year's proxy statement under Rule 14a-8 of the Securities Exchange Act of 1934 should send the proposal c/o Secretary, Nordson Corporation, 28601 Clemens Road, Westlake, Ohio 44145 for receipt on or before September 25, 2012.

Proposals and Director Nominations Submitted Pursuant to our Regulations

Additionally, under our Regulations, a shareholder may submit a proposal for consideration at next year's Annual Meeting of Shareholders, but not for inclusion in the Proxy Statement, if the shareholder provides written notice no earlier than 90 days and no later than 60 days prior to the 2013 Annual Meeting. Assuming that the 2013 Annual Meeting will be held on February 26, 2013, that means notice of such proposals must be received no earlier than November 28, 2012 and no later than December 28, 2012. The Company will publicly announce the date of the 2013 Annual Meeting in a timely manner. Our Regulations are available on our website at: www.nordson.com/governance.

A shareholder may nominate a candidate for election as a director at the 2013 Annual Meeting of the Shareholders provided the shareholder (i) is a shareholder of record at the time the shareholder gives notice of the nomination, (ii) is entitled to vote at the meeting in the election of directors, and (iii) has given timely written notice of the nomination to the Secretary. Similar to the timeliness requirements under our Regulations described above, the notice of the nomination must be received no earlier than 90 days and no later than 60 days prior to the meeting. Assuming the 2013 Annual Meeting is held on February 26, 2013, the deadlines would be no earlier than November 28, 2012 and no later than December 28, 2012. The Governance and Nominating Committee will assess the qualifications of the candidate according to criteria set out in Nordson Corporation's Governance Guidelines, which are available on our website at: www.nordson.com/governance. For a candidate to be considered for election as a director or for business to be properly requested by a shareholder to be brought before an annual meeting of shareholders, the shareholder must comply with all of the requirements of our

Regulations, not just the timeliness requirements described above. All proposals for inclusion in the proxy materials, notices of proposals, suggestions for nominees for election to our Board should be sent to c/o Secretary, Nordson Corporation, 28601 Clemens Road, Westlake, Ohio 44145.

If the notices delivered pursuant to the Regulations are not timely received, then we will not be required to present such proposals or nominations, as applicable, at the 2013 Annual Meeting. If the Board chooses to present any information submitted after the deadlines set forth in the Regulations (other than pursuant to Rule 14a-8 of the Securities Exchange Act of 1934) at the 2013 Annual Meeting, then the persons named in proxies solicited by the Board for the 2013 Annual Meeting may exercise discretionary voting power with respect to such information.

YOUR VOTE IS VERY IMPORTANT, SO PLEASE VOTE.

Promptly return your proxy card or vote via telephone or the Internet,

which will help to reduce the cost of this solicitation.

This Proxy Statement and the enclosed proxy card are being mailed to shareholders of record on or about January 23, 2012. Nordson's executive offices are located at 28601 Clemens Road, Westlake, Ohio 44145, telephone number (440) 892-1580.

PROPOSAL 1: ELECTION OF DIRECTORS WHOSE TERMS EXPIRE IN 2015

Our Regulations require us to have at least nine directors with not less than three directors in each of three classes. Each of the directors serves for a term of three years and until a qualified successor is elected. The Board currently has nine directors.

The Governance and Nominating Committee is responsible for identifying and evaluating nominees for director and for recommending to the Board a slate of nominees for election at the Annual Meeting of Shareholders. The Governance and Nominating Committee has recommended to the Board, and the Board has approved, the persons named as nominees for terms expiring in 2015 and, unless otherwise marked, a proxy will be voted for such nominees. Mr. Merriman currently serves as a director, last elected by the shareholders at the 2009 Annual Meeting. All nominees have agreed to stand for election to a three-year term.

It is intended that proxies that are submitted but do not withhold the authority to vote for any or all of the nominees will be voted for the election as directors of all of the persons named below. At this time, the Board knows of no reason why any nominee might not be a candidate at the 2012 Annual Meeting.

The name and age of each of the three nominees for election as directors for terms expiring in 2015, as well as present directors whose terms will continue after the meeting, appear below together with his or her principal occupation for at least the past five years, the year each became a director of the Company and certain other information.

Nominees For Terms Expiring in 2015

Name	Age	Business Experience and Directorships for Previous Five Years and Qualifications to Serve	Director Since
Arthur L. George, Jr.	50	<p><i>Business Experience.</i> Mr. George has served as Senior Vice President and Manager, Analog Engineering Operations of Texas Instruments Incorporated (NASDAQ GS: TXN) since 2011. Texas Instruments is one of the world's largest semiconductor companies and a highly innovative, high performing global leader in analog, embedded processing and wireless technologies. Mr. George was Senior Vice President and Worldwide General Manager, High Performance Analog of Texas Instruments from 2006 to 2011.</p> <p><i>Key Attributes, Experiences and Skills.</i> Mr. George brings to the Board significant executive general management experience as well as extensive operational and new product development experiences in high technology markets. Mr. George's experience with High Performance Analog products used in a wide range of industrial products gives him insight to a diverse set of industries and affords the Board a unique perspective in identifying strategic and tactical risks attendant to the semiconductor electronics market.</p>	
Frank M. Jaehnert	54	<p><i>Business Experience.</i> Mr. Jaehnert has been Chief Executive Officer and President of Brady Corporation (NYSE: BRC) since April 1, 2003. Brady Corporation is an international manufacturer and marketer of complete solutions that identify and protect premises, products and people. Brady's core capabilities in manufacturing, channel management, printing systems, precision engineering and materials expertise make it a leading supplier to customers in general manufacturing, maintenance and safety, process industries, construction, electrical, telecommunications, electronics, laboratory/healthcare, airline/transportation, brand protection, education, governmental, public utility, and a variety of other industries.</p> <p><i>Key Attributes, Experiences and Skills.</i> Mr. Jaehnert brings extensive, broad-based international business and executive management and leadership experience to our Board, and, coupled with a demonstrated execution of strategic vision and a well-developed understanding of financial accounting and financial matters, compliments strongly the skill sets of our present directors.</p>	
Michael J. Merriman, Jr.	55	<p><i>Business Experience.</i> Mr. Merriman has been an Operating Advisor of Resilience Capital Partners LLC since June 2008. Resilience is a private equity firm focused on principal investing in lower middle market underperforming and turnaround situations. Mr. Merriman is a business consultant for Product Launch Ventures, LLC, a company that he founded in 2004 to pursue consumer product opportunities and provide business advisory services. Mr. Merriman served as President and Chief Executive Officer of The Lamson & Sessions Co., a manufacturer of thermoplastic conduit, fittings and electrical switch and outlet boxes from November 2006 to November 2007. Mr. Merriman served as Senior Vice President and Chief Financial Officer of American Greetings Corporation (NYSE: AM), a designer, manufacturer and seller of greeting cards and other social expression products from September 2005 until November 2006.</p>	2008

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Business Experience and Directorships for Previous

Name	Age	Five Years and Qualifications to Serve	Director Since
		<p><i>Other Directorships in Previous 5 Years.</i> Mr. Merriman is presently a director of American Greetings Corporation; Regis Corporation (NYSE: RGS), the beauty industry's global leader in beauty salons, hair restoration centers and cosmetology education and OMNOVA Solutions Inc. (NYSE: OMN), a technology-based company and an innovator of emulsion polymers, specialty chemicals, and decorative and functional surfaces for a variety of commercial, industrial and residential end uses.</p> <p><i>Key Attributes, Experiences and Skills.</i> Mr. Merriman brings to the Board financial acumen, significant public accounting experience, experience gained by service on boards of directors of other publicly-traded companies and product development expertise. Mr. Merriman has significant finance, financial reporting and accounting expertise and was formerly a certified public accountant, which provides the Board with valuable expertise and qualifies him as a financial expert on the Audit Committee, as described under the section Audit Committee. In addition, because of his wide range of management experience, including as a former partner at Arthur Andersen & Co. and his service as chief financial officer of American Greetings, Mr. Merriman provides valuable insight into the company's operations as well as its interactions with investors and financial analysts.</p>	

Present Directors Whose Terms Expire in 2013

Business Experience and Directorships for Previous

Name	Age	Five Years and Qualifications to Serve	Director Since
Lee C. Banks	48	<p><i>Business Experience.</i> Mr. Banks has served as Executive Vice President and Operating Officer of Parker Hannifin Corporation since 2008. Parker Hannifin Corporation (NYSE: PH) is the world's leading diversified manufacturer of motion and control technologies and systems, providing precision-engineered solutions for a wide variety of mobile, industrial and aerospace markets. Mr. Banks was Senior Vice President and Operating Officer of Parker Hannifin from 2006 to 2008 and served as its Worldwide President, Hydraulics Group from 2003 to 2006.</p> <p><i>Key Attributes, Experiences and Skills.</i> As a senior executive with a multinational corporation, Mr. Banks provides the Board with significant executive general management and operational experiences and a unique perspective in identifying strategic and tactical risks attendant to a multinational sales, distribution, manufacturing and operational footprint.</p>	2010
Randolph W. Carson	60	<p><i>Business Experience.</i> From 2000 to February 2009, Mr. Carson served as Chief Executive Officer of the Electrical Group of Eaton Corporation (NYSE: ETN), a global diversified industrial manufacturer and technology leader in electrical components and systems for power quality, distribution and control. Mr. Carson retired from Eaton in May 2009 following 10 years with the company. Prior to Eaton Corporation, Mr. Carson held several executive positions with Rockwell International.</p> <p><i>Other Directorships in Previous 5 Years.</i> Mr. Carson is presently a director of Fairchild Semiconductor Inc. (NYSE: FSC), a leading global manufacturer of semiconductor devices; Graftech International Inc. (NYSE: GTI), a global manufacturer of carbon and graphite products; and the Southwire Company, the leading North American supplier of wire and cable products.</p>	2009

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Business Experience and Directorships for Previous

Name	Age	Five Years and Qualifications to Serve	Director Since
Michael F. Hilton	57	<p><i>Key Attributes, Experiences and Skills.</i> Our Board believes that Mr. Carson's deep operational experience in global industrial businesses enables him to provide unique insight to our Board with respect to meeting marketplace challenges, implementing LEAN and other productivity initiatives, integrating business units and anticipating and planning for commercial risk and uncertainties. Together with his experience, strategic vision and understanding of financial accounting and financial matters, our Board believes Mr. Carson is well qualified to serve as a member of our Board. Mr. Carson's public company board experience contributes to his familiarity with current issues that assists in identifying and addressing matters that come before the Governance & Nominating and Audit Committees on which he serves.</p> <p><i>Business Experience.</i> Mr. Hilton became Nordson's President and Chief Executive Officer effective January 16, 2010. Prior to his joining Nordson, Mr. Hilton was Senior Vice President and General Manager for Air Products and Chemicals Inc. (NYSE: ADP) with specific responsibility for leading the company's \$2 billion global Electronics and Performance Materials segment. From October 2006 through September 2007, Mr. Hilton was Vice President and General Manager of Air Products and Chemicals' Electronics and Performance Materials segment. Mr. Hilton served as Air Products and Chemicals' Vice President, Electronics Business from 2003 to 2006. Air Products and Chemicals Inc. serves customers in industrial, energy, technology and healthcare markets worldwide with a unique portfolio of atmospheric gases, process and specialty gases, performance materials, and equipment and services.</p> <p><i>Key Attributes, Experiences and Skills.</i> Mr. Hilton is the only member of Nordson's management serving on the Board. Mr. Hilton has over 30 years of global manufacturing industry experience. Mr. Hilton brings to the Board an intimate understanding of management leadership, strategy development and day-to-day operations of a multinational company, including product line management, new product, technology and talent development, manufacturing, distribution and other sales channels, business processes, international operations and global markets.</p>	2010
Victor L. Richey, Jr.	54	<p><i>Business Experience.</i> Mr. Richey has served as Chairman of the Board, President and Chief Executive Officer of ESCO Technologies Inc. (NYSE: ESE) since 2003. ESCO Technologies is a diversified manufacturer of special purpose utility solutions for electric, gas and water utilities, including hardware and software to support advanced metering applications and fully automated intelligent instrumentation; engineered filtration products to the aviation, space and process markets worldwide; and is the industry leader in RF shielding and EMC test products.</p> <p><i>Other Directorships in Previous 5 Years.</i> Mr. Richey is presently Chairman of the Board of ESCO Technologies Inc.</p> <p><i>Key Attributes, Experiences and Skills.</i> The Board believes Mr. Richey's extensive experience as Chairman and Chief Executive Officer of a diversified global producer and marketer of technology, and his significant executive management and board experience at public and private companies within some of our end markets, including the semiconductor industry provides a breadth of skills critical to the Board's ability to discharge its oversight responsibility.</p>	2010

Present Directors Whose Terms Expire in 2014

Name	Age	Business Experience and Directorships for Previous Five Years and Qualifications to Serve	Director Since
Joseph P. Keithley	63	<p><i>Business Experience.</i> Mr. Keithley has served as Chairman of the Board of Nordson Corporation since February 2010. He served as Chairman of the Board of Keithley Instruments, Inc., a provider of measurement solutions to the semiconductor, fiber optics, telecommunications and electronics industries from 1991 and a member of its Board of Directors from 1986 until December 2010 when Keithley Instruments was purchased by Danaher Corporation. He also served as Keithley Instruments, Inc.'s Chief Executive Officer from November 1993 to December 2010 and as President from May 1994 to December 2010.</p> <p><i>Other Directorships in Previous 5 Years.</i> Mr. Keithley previously served as Chairman of the Board of Keithley Instruments and currently serves as a director of Materion Corporation (NYSE: MTRN), an integrated producer of high performance engineered materials used in a variety of electrical, electronic, thermal and structural applications and Axcelis Technologies, Inc. (NASDAQ GS: ACLS), a provider of equipment and service solutions for the semiconductor manufacturing industry.</p> <p><i>Key Attributes, Experiences and Skills.</i> Mr. Keithley brings an extensive, broad-based international business and executive management and leadership experience from his leadership roles at Keithley Instruments, Inc. to his role as Chairman of our Board of Directors. Among other things, Mr. Keithley draws upon his extensive knowledge in the global semiconductor and electronics industries garnered while leading Keithley Instruments, Inc. Mr. Keithley also has extensive public company board and governance experience.</p>	2001
Mary G. Puma	53	<p><i>Business Experience.</i> Ms. Puma is presently Chairman of the Board and Chief Executive Officer of Axcelis Technologies, Inc. (NASDAQ GS: ACLS), a provider of equipment and service solutions for the semiconductor manufacturing industry. Previous to her election as President and Chief Executive Officer of Axcelis in January 2002, Ms. Puma served as Axcelis' President and Chief Operating Officer from May 2000 to January 2002.</p> <p><i>Other Directorships in Previous 5 Years.</i> Ms. Puma is presently Chairman of the Board of Axcelis Technologies, Inc.</p> <p><i>Key Attributes, Experiences and Skills.</i> Ms. Puma contributes extensive general management experience in an international, technology-driven business and a thorough knowledge of corporate governance and strategy development. Ms. Puma brings valuable experience with compensation and succession planning issues to our Compensation and Governance & Nominating Committees, respectively.</p>	2001
William L. Robinson	70	<p><i>Business Experience.</i> For the last twelve years, Mr. Robinson has been a professor of law at the University of the District of Columbia's David A. Clarke School of Law, currently in the capacity of Distinguished Professor of Law.</p>	1995

Business Experience and Directorships for Previous

Name	Age	Five Years and Qualifications to Serve	Director Since
		<p><i>Key Attributes, Experiences and Skills.</i> Mr. Robinson possesses a life-long commitment to promoting diversity in academia and in the board room and has been at the forefront of the American civil rights movement. Mr. Robinson has broad legal expertise, with a particular emphasis on employment law, and brings these commitments and his expertise to his role as a director. Mr. Robinson has developed significant knowledge of the Company, having served on the Board since 1995. Reflective of his credentials to serve on our Board, in 2007, Mr. Robinson was honored with the University of the District of Columbia's Distinguished Leadership Award, which recognizes members of the university community whose life work exemplifies outstanding leadership. His experience in promoting diversity serves the Company well in Mr. Robinson's role as chairman of the Governance & Nominating Committee.</p>	

Former directors Benedict Rosen and William Madar retired from our Board in 2011. As previously disclosed, Dr. Ignat will retire effective with the expiration of his term on February 28, 2012.

No shareholder or group that beneficially owns 1% or more of our outstanding common shares has recommended a candidate for election as a director at the 2012 Annual Meeting of Shareholders.

Required Vote

The election of directors requires the affirmative vote of the holders of a plurality of the shares of common stock voting at the meeting. Under the plurality voting standard, the nominees receiving the most for votes will be elected, regardless of whether any nominee received a majority of the votes. Only shares that are voted in favor of a particular nominee will be counted toward such nominee's achieving a plurality. Shares present at the meeting that are not voted for a particular nominee or shares present by proxy where the shareholder properly withheld authority to vote for such nominee (including broker non-votes) will not be counted toward such nominee's achieving a plurality, but will be counted for quorum purposes.

RECOMMENDATION REGARDING PROPOSAL 1:

THE BOARD OF DIRECTORS RECOMMENDS THAT YOU VOTE FOR

THE ELECTION OF ALL NOMINEES AS DIRECTORS.

PROXIES RECEIVED BY THE BOARD WILL BE VOTED FOR ALL NOMINEES UNLESS

SHAREHOLDERS SPECIFY A CONTRARY VOTE.

CORPORATE GOVERNANCE

Corporate Governance Documents

The following corporate governance documents are available on our website at: www.nordson.com/governance.

Governance Guidelines
Committee Charters

Related Persons Transaction Policy
Share Ownership Guidelines
Code of Ethics and Business Conduct

Director Recruitment and Performance Guidelines

The Governance Guidelines contain general principles regarding the functions of Nordson's Board of Directors (the Board) and Board Committees. The 2011 Annual Report to Shareholders which includes our Annual Report on Form 10-K and this Proxy Statement are available on our website at: www.nordson.com/investors. Upon request, copies of the Annual Report to Shareholders will be mailed to you (at no charge) by contacting Attn: Corporate Communications, Nordson Corporation, 28601 Clemens Road, Westlake, Ohio 44145.

Director Independence

In accordance with the listing standards of The NASDAQ Stock Market LLC (NASDAQ), and our Corporate Governance Guidelines, the Board must consist of a majority of independent directors. The Board has determined that Messrs. Banks, Carson, George, Jaehnert, Keithley, Merriman, Richey, Robinson, and Ms. Puma each satisfy the definition of independent director under these listing standards. Mr. Hilton is not an independent director as he serves as the company's President and Chief Executive Officer. In making this determination, the Board reviewed the information provided by the directors and Nordson with regard to each director's business and personal activities as they may relate to Nordson and its management.

For a director to be considered independent under the NASDAQ listing standards, the Board must affirmatively determine that a director has no direct or indirect material relationship with Nordson. A director is independent if he/she has no material relationship with us or our affiliates either directly or indirectly as a partner, shareholder or officer of an organization that has a relationship with our Company and meets the standards for independence as defined by the rules of NASDAQ. Such relationships can include commercial, industrial, banking, consulting, legal, accounting, charitable and familial relationships, among others.

More specifically, a director is not considered independent if:

he/she is currently employed, or has been employed within the past three years, by us or any of our affiliates;

the director (or his/her immediate family member as defined by NASDAQ) accepted compensation from us or any of our affiliates in excess of \$120,000 during any twelve month period within the past three years (other than compensation for board service, retirement plan benefits, or non-discretionary compensation, or compensation paid to a family member who is an employee (other than an executive officer));

the director has an immediate family member who is, or has been in the past three years, employed by us or any of our affiliates as an executive officer;

the director (or any immediate family member) is or has been a partner, controlling stockholder or an executive officer of any business to which we made, or from which we received, payments (other than those which arise solely from investments in our securities) that exceed five percent of such entity's consolidated gross revenues for that year, or \$200,000, whichever is more, in any of the past three years;

the director (or his/her immediate family member) is or has been employed as an executive officer of another entity where any of our executive officers serve on that entity's compensation committee;

he/she (or any immediate family member) is a current partner of our independent registered public accounting firm, Ernst & Young LLP, or either the director (or an immediate family member) has been a partner or employee of Ernst & Young LLP in the past three years and worked on our audit during that time; or

the director participated in the preparation of our (or any of our current subsidiaries') financial statements at any time during the past three fiscal years.

In addition, on an annual basis, each member of the Board is required to complete a questionnaire designed in part to provide information to assist the Board in determining whether the director is independent.

Director Qualifications

Our directors play a critical role in guiding Nordson's strategic direction and overseeing the management of the Company. The Board believes that diversity along multiple dimensions, including opinions, skills, perspectives, personal and professional experiences and other differentiating characteristics, is an important element of its director nomination recommendations. To that end, the Board has adopted Director Recruitment and Performance Guidelines (the "Recruitment Guidelines") to assist the Board and the Governance and Nominating Committee in identifying and recruiting directors to serve on the Board. The Board considers each nominee in the context of the Board as a whole, with the objective of assembling a Board that can best maintain the success of our business. The Board seeks to include an array of skills and experience in its overall composition rather than requiring every director to possess the same skills, perspective, and interests. The Recruitment Guidelines are implemented by seeking to identify candidates that bring diverse skill sets, backgrounds, and experiences, including ethnic and gender diversity, to the Board when director candidates are needed.

An example of the process engaged in by the Board to identify qualified candidates for director was the search that culminated in the election of the most recently added directors Messrs. Banks and Richey. The Board of Directors retained a search firm to assist the Board in identifying candidates that not only met the Recruitment Guidelines but also a set of specific criteria deemed appropriate given the skills and experiences of the directors that had recently retired or were about to retire from the Board. Included in the search criteria were skills and experiences such as leading a company or division of a sophisticated, business-to-business industrial enterprise similar in size to Nordson that has a material percentage of sales (at least 25 percent-plus) derived from non-US customers; having substantive global experience with a company composed of multiple business units in an innovative and research and product development-based environment; and prior exposure to corporate governance as the result of public company board service or the experience of working with the board of directors and governance process. The effectiveness of the process is evident by the contributions made to the Board by Messrs. Banks and Richey since their election in 2010. Also, it was through this same rigorous process that Messrs. George and Jaenhert, nominees for election during the 2012 Annual Meeting, were identified as candidates qualified to serve as members of our Board.

The Governance and Nominating Committee periodically reviews the Board's membership in light of our business model and strategic objectives, considers whether the directors possess the requisite skills, experience and perspectives to oversee the Company in achieving these objectives, and may seek additional directors from time to time as a result of its consideration. Qualified candidates are evaluated without regard to race, color, religion, sex, ancestry, national origin or disability.

Code of Ethics and Business Conduct

We have a Code of Ethics and Business Conduct (the Code) that addresses our commitment to honesty and integrity and the ethical behavior of our directors, officers and employees with current and potential customers, fellow employees, competitors, government and self-regulatory agencies, investors, the public, the media and anyone else with whom we have or may have contact. Violations of any of the standards of the Code will be met with appropriate disciplinary action, up to and including termination of employment. Retaliation against any director, officer or employee who files a report concerning what he or she reasonably believes to be conduct that violates the Code is strictly prohibited.

Communications with the Board of Directors

Shareholders may communicate with the Board, the Chairman of the Board, a Board committee, the non-employee directors as a group, or individual directors by sending written communications addressed to the Board of Directors, a Board committee or such individual director or directors, c/o Secretary, Nordson Corporation, 28601 Clemens Road, Westlake, Ohio 44145.

Each communication should specify the applicable addressee or addressees to be contacted as well as the general topic of the communication. Our Secretary will initially receive and process communications before forwarding them to members of the Board to whom the communication is directed, or if the communication is not directed to any specific member(s) of the Board, to the Chairperson of the Governance and Nominating Committee. We generally will not forward a shareholder communication that is primarily commercial in nature, relates to an improper or irrelevant topic, or requests general information about us. Concerns about accounting or auditing matters or possible violations of our Code of Ethics and Business Conduct should be reported pursuant to the procedures outlined in the Code.

Board Leadership Structure

Our Governance Guidelines require us to have either an independent Chairman of the Board or a presiding independent director if the positions of Chairman and Chief Executive Officer are held by the same person. The Guidelines set forth the responsibilities of the Chairman of the Board and the Presiding Director when the Chairman of the Board and Chief Executive Officer positions are combined. At present, the Chairman of the Board of Directors position is separate from the Chief Executive Officer position.

This structure provides independent oversight of management while permitting our Chief Executive Officer, Michael Hilton, to focus his time and energy on setting the strategic direction for the Company, overseeing daily operations, engaging with external constituents, developing and mentoring our future leaders, and promoting employee engagement at all levels of the organization. Meanwhile, our independent Chairman Joseph Keithley leads the Board in the performance of its duties by establishing agendas and ensuring appropriate meeting content (in collaboration with Mr. Hilton), presiding during regularly held executive sessions with our independent directors, actively engaging with all independent directors and Mr. Hilton between Board meetings and providing overall guidance to Mr. Hilton as to the Board's views and perspectives, particularly on the strategic direction of the Company.

Executive Sessions

Pursuant to our Governance Guidelines, non-management directors meet in regularly scheduled executive sessions without management. The Chairman (or, when our Chairman is an executive officer, the Lead Independent Director) chairs all regularly scheduled executive sessions of the Board, and also has authority to convene meetings of the non-management directors at any time with appropriate notice. Chairman Keithley presided at executive sessions of our independent directors at every Board meeting in 2011.

Oversight of Risk Management

The Board as a whole exercises its oversight responsibilities with respect to material risks we face in a global market, including operational, financial, strategic, competitive, reputational, legal and regulatory risks. The Board has delegated responsibility for the oversight of specific risks to Board committees. With the oversight of our Board, our officers are responsible for the day-to-day management of the material risks we face. In its oversight role, our Board has the responsibility to satisfy itself that the risk management processes designed and implemented by management are adequate and functioning as designed. The involvement of the Board in setting our business strategy at least annually is a key part of its oversight of risk management, its assessment of management's appetite for risk and its determination of what constitutes an appropriate level of risk for Nordson Corporation. The Board regularly receives updates from management and outside advisors regarding this oversight responsibility.

In addition, our Board committees each oversee certain aspects of risk management. For example, our Audit Committee is responsible for overseeing risk management of financial matters, financial reporting, the adequacy of our risk-related internal controls, and internal investigations. Our Compensation Committee oversees risks related to the executive officer compensation program such as that attendant to incentive-driven compensation plans. Our Governance and Nominating Committee oversees governance related risks, such as Board independence and director succession planning.

Senior management attends Board and Board committee meetings at the invitation of the Board or its committees and is available to address any questions or concerns raised by the Board on risk management and any other matters. Annually, the Board holds strategic planning sessions with senior management to discuss strategies, key challenges, and risks and opportunities for the Company.

Both the Audit Committee and the Compensation Committee of the Board also rely on the advice and counsel of our independent auditors and compensation consultant, respectively, to raise awareness of any risk issues that may arise during their regular reviews of our financial statements, audit work and executive compensation policies and practices, as applicable. The Board is kept abreast of its Committees' risk oversight and other activities via reports of the Committee Chairpersons to the full Board.

Attendance at the Annual Meeting of Shareholders

Directors are expected to attend the Annual Meeting of Shareholders and all Board meetings and meetings of committees on which a director serves. During the last fiscal year, each incumbent director attended at least seventy-five percent of the meetings of the Board and of the committees on which he or she served. All incumbent directors attended the 2011 Annual Meeting of Shareholders.

Review of Transactions with Related Persons

The Board has adopted a written policy regarding the review and approval of transactions, involving certain persons that are required to be disclosed in proxy statements, which are commonly referred to as related person transactions. Related parties include our directors, nominees for election as a director, persons controlling over 5% of our common shares, executive officers, and the immediate family members of each of these individuals. Under the written policy, Nordson's Audit Committee is responsible for reviewing and approving any related person transactions and will consider factors it deems appropriate, including:

the approximate dollar amount involved in the transaction, including the amount payable to the related person;

the nature of the interest of the related person in the transaction;

whether the transaction may involve a conflict of interest;

whether the transaction involves the provision of goods or services to Nordson that are available from unaffiliated third parties and, if so, whether the related person transaction is on terms no less favorable than terms generally available to an unaffiliated third party under the same or similar circumstances; and

the purpose of the transaction and any potential benefits to Nordson.

There are no related person transactions to report in this Proxy Statement. Mr. Banks, a director, serves as Executive Vice President and Operating Officer of Parker Hannifin Corporation. Parker Hannifin Corporation is a supplier of components to a number of our business units in volumes that are insignificant when compared to the Parker Hannifin Corporation's and Nordson's annual revenue for 2011. All purchases were conducted at arms-length. We have a monitoring and reporting program with respect to purchases of products supplied by a company which may employ a director to ensure the avoidance of any conflicts of interest resulting from our relationship.

Self-Assessments

On a regular basis, the Board conducts a self-assessment to determine, among other matters, whether the Board and the Committees are functioning effectively. The independent directors also undertake a peer assessment of other independent directors as part of this self-assessment process. The Audit, Compensation, and Governance and Nominating Committees are also required to each conduct a self-assessment. The Governance and Nominating Committee is responsible for overseeing this self-assessment process.

MEETINGS AND COMMITTEES OF THE BOARD OF DIRECTORS

Board of Directors. Our Board of Directors has five regularly scheduled meetings each year. Special meetings are held as necessary. In addition, management and the directors communicate informally on a variety of topics, including suggestions for Board or committee agenda items, recent developments and other matters of interest to the directors. In Fiscal Year 2011, our Board of Directors met five times in regular session and held one special meeting. An executive session of independent directors occurred at each regular meeting.

The Board has three committees which meet on a regular basis: an Audit Committee, a Compensation Committee, and a Governance and Nominating Committee. The table below provides current committee membership and Fiscal Year 2011 committee meeting information:

Director	Audit	Compensation	Governance & Nominating
Lee C. Banks		X	
Randolph W. Carson	X		X
David W. Ignat (1)	X		X
Joseph P. Keithley		X	X
Michael J. Merriman, Jr. (2)	X*		
Mary G. Puma		X *	X
Victor L. Richey, Jr.	X		
William L. Robinson (3)		X	X *
Total meetings in Fiscal Year 2011	9	6	4

* Committee Chairperson

(1) Dr. Ignat will retire from the Board upon expiration of his term.

(2) Mr. Merriman became Chairperson of the Audit Committee on March 1, 2011.

(3) Mr. Robinson became Chairperson of the Governance & Nominating Committee on March 1, 2011.

Audit Committee. The Audit Committee conducted nine meetings in Fiscal Year 2011. All members of the Audit Committee meet the NASDAQ independence standards and the Securities and Exchange

Commission's heightened audit committee independence standards. The Board has designated Mr. Merriman as audit committee financial expert pursuant to the Securities and Exchange Commission's final rules implementing Section 407 of the Sarbanes-Oxley Act. The Audit Committee is responsible for:

reviewing the proposed audit programs (including both independent and internal audits) for each fiscal year, the results of these audits, and the adequacy of our systems of internal accounting control;

appointing, compensating and overseeing the independent auditors for each fiscal year;

approving all permissible audit and non-audit services to be performed by the independent auditors;

establishing procedures for the receipt, retention, and treatment of complaints received by us regarding accounting, internal accounting controls, or auditing matters;

approving all related-persons transactions; and

overseeing the adequacy of financial statements pertaining to our benefit plans, including reserves, statement of funding obligations and underlying economic assumptions.

A more detailed discussion of the purposes, duties, and responsibilities of the Audit Committee is found in the Committee's charter which is available on our website at: www.nordson.com/governance. The Committee has discussed with the independent auditors the auditors' independence from management and the Company and considered the compatibility of non-audit services with the auditors' independence. The Audit Committee Report to the Board is at Appendix A of this Proxy Statement.

Compensation Committee. The Compensation Committee met six times in Fiscal Year 2011. The Compensation Committee is responsible for setting and approving compensation for our executive officers and for administering the incentive and equity participation plans under which we pay variable compensation to our executive officers. A more detailed discussion of the purposes, duties, and responsibilities of the Committee is found in the Committee's charter which is available on our website at: www.nordson.com/governance. All members of the Compensation Committee meet the NASDAQ independence standards.

The Compensation Committee takes significant steps to ensure that we maintain strong links between executive compensation and performance. Examples of these steps are:

holding executive sessions (without management present) at every regularly scheduled Committee meeting;

engaging an outside compensation consultant to advise on executive compensation issues, including peer benchmarking data;

realigning compensation structures based on examination of peer group compensation structures and levels and peer group financial performance; and

strengthening the link between executive officer annual pay and shareholder value by basing incentive/variable pay on the achievement of financial measures and additional business and personal objectives and modifying the mix of compensation elements to increase the allocation of compensation linked to corporate performance.

Each fiscal year the Committee:

sets base salary;

sets measures for the annual cash incentive plan and long-term incentive plan and certifies performance against those measures prior to any incentive plan payouts; and

sets performance measures and levels for the prospective fiscal year annual cash incentive plan and the prospective long-term incentive plan three-year performance period.

A discussion of the role of executive management in setting compensation may be found in Part II of the Compensation Discussion and Analysis section of this Proxy Statement under the caption Role of the Executive Compensation Consultant and Executive Management.

The Committee also has the authority to engage outside executive compensation consultants, to determine the scope of the consultant's services and to terminate the consultant's engagement. The compensation consultant reports directly to the Chairperson of the Committee and provides the Committee with information and analysis related to executive compensation. A discussion of the engagement of Mercer as our independent compensation consultant for Fiscal Year 2011 is found in Part II of the Compensation Discussion & Analysis under the caption, Role of the Executive Compensation Consultant and Executive Management.

Governance and Nominating Committee. The Governance and Nominating Committee met four times during Fiscal Year 2011. All members of the Governance and Nominating Committee meet the NASDAQ independence standards. The purposes of the Governance and Nominating Committee are to:

assist the Board by identifying individuals qualified to become Board members, and to recommend to the Board the director nominees for each annual meeting of shareholders;

review and recommend to the Board qualifications for committee membership and committee structure and operations;

recommend to the Board directors to serve on each committee and a chairperson for such committee;

develop and recommend to the Board a set of corporate governance policies and procedures; and

lead the Board in its annual review of the Board's performance.

The Governance and Nominating Committee assesses the qualifications of the candidates nominated to be a director according to criteria set out in Nordson Corporation's Governance Guidelines.

Executive Committee. The Executive Committee exercises the authority of the Board on such matters as are delegated to it by the Board from time to time and exercises the powers of the Board between meetings of the Board. The Executive Committee meets on a periodic basis, as needed, and met two times in Fiscal Year 2011.

Director Compensation

We structure director compensation to attract and retain qualified non-employee directors and to further align the interests of directors with the interests of our long-term shareholders by linking a substantial portion of their compensation to the performance of our common shares. Following is a description of our compensation program for non-employee directors for Fiscal Year 2011. Directors who are also our employees do not receive compensation for their services as directors.

Determining Director Compensation. The Governance and Nominating Committee reviews with the assistance of the Compensation Committee's executive compensation consultant, compensation of our directors and makes recommendations to the Board regarding these matters. The Committee typically conducts its review and makes its recommendations in September of each year prior to the commencement of a fiscal year.

In benchmarking director pay, the Company uses the same compensation peer group that is used to benchmark compensation for the Company's named executive officers as described in the Compensation Discussion and Analysis section of this Proxy Statement.

The components and respective amounts of director compensation for Fiscal Year 2011 were:

Type	Annual Amount (\$)
Annual Cash Retainer (all directors)	60,000
Chairman's Cash Retainer	50,000
Committee Chair Cash Retainer:	
Audit Committee Chair	10,000
Compensation Committee Chair	7,500
Governance & Nominating Committee Chair	5,000
Equity Grant (Restricted Shares)	80,000(1)

(1) Number of shares is determined by share price on date of grant.

Cash Retainers. The cash retainers are paid in equal quarterly installments. For directors who retire or who are elected by the Board or shareholders during the fiscal year, the annual retainer is prorated based on the number of months served in the fiscal year prior to the date of retirement for retiring directors and number of months remaining in the fiscal year for directors elected after the commencement of a fiscal year.

Effective at the beginning of Fiscal Year 2011, the Chairman of the Board's retainer increased from \$25,000 to \$50,000 and the Compensation Committee chairperson's retainer increased from \$5,000 to \$7,500.

Restricted Share Grant. Restricted shares are granted early in the fiscal year to present directors or at the time a director is elected to the Board. The grants carry a two-year restriction on transfer. If a director retires from the Board prior to the one year anniversary of the grant, shares are forfeited on a pro-rata basis, based on the number of months served prior to retirement.

Deferred Compensation Program. Under the Directors Deferred Compensation Plan, non-employee directors may elect to defer all or a portion of their annual cash retainer and restricted share grant into a non-qualified, unfunded deferred compensation program. Amounts deferred under the Directors Deferred Compensation Plan will earn a return equivalent to the return on an investment in (i) an interest-bearing account, earning interest based on the 10-year Treasury bill constant maturity rate or (ii) a share equivalent account, earning a return based on our common share price and accruing dividend equivalents. Any restricted share grant that a non-employee director elects to defer is invested into a restricted stock unit account with dividends credited to the director's share equivalent unit account. The amounts deferred, dividend equivalents and any appreciation or accrued interest are paid in cash or in our common shares, as applicable, upon a director's retirement from the Board. We do not pay above market rates or preferential rates under this deferred compensation plan.

Share Ownership Guidelines. The Board strongly believes that our non-employee directors should have a meaningful ownership interest in the Company and has implemented share ownership guidelines for our non-employee directors. The ownership guidelines require non-employee directors to own a minimum of five times their annual cash retainer in common shares (shares held in the form of stock equivalent units or restricted share units qualify as shares owned under the guidelines). Newly elected directors have five years within which to achieve the share ownership requirement.

Charitable Gifts Matching Program. Current and retired non-employee directors may participate in our employee matching gift program that is available to all current and retired employees involving contributions of cash or publicly-traded stock made to cultural, educational, social, medical or health-related charitable organizations that are exempt from federal income tax. Messrs. Banks, Keithley, Madar, Merriman, Robinson and Rosen, Ms. Puma and Dr. Ignat participated in this program in Fiscal Year 2011. We made contributions totaling \$52,750 during Fiscal Year 2011.

Indemnity Agreements. We have indemnification agreements for directors in order to attract and retain the most capable persons reasonably available to serve as our directors. The indemnification agreements are intended to secure the protection for our directors contemplated by our Regulations and Ohio law.

Each indemnification agreement provides, among other things, that we will, subject to the agreement terms, indemnify a director if by reason of their service they incur losses, liabilities, judgments, fines, penalties, or amounts paid in settlement in connection with any threatened, pending, or completed proceeding, whether of a civil, criminal, administrative, or investigative nature. A director will not be indemnified where a director is adjudicated to have brought about or materially contributed to a claim as a consequence of a director's dishonesty. In addition, each indemnification agreement provides for the advancement of expenses incurred by a director, subject to certain exceptions, in connection with proceedings covered by the indemnification agreement.

This description of the director indemnification agreements is not complete and is qualified in its entirety by reference to the full text of the Form of Director Indemnification Agreement between us and each director, filed as Exhibit 10-c to our Form 10-K for the year ended October 31, 2011.

Director Compensation Table for Fiscal Year 2011

The following table sets forth the total compensation paid to each non-employee director for services provided as a director for Fiscal Year 2011. All information regarding stock awards have been adjusted to reflect the two-for-one stock split paid to shareholders on April 12, 2011.

Name (1)	Fees Earned or Paid		All Other Compensation (5)	Total
	in Cash (2) (3)	Stock Awards (4)		
	\$	\$	\$	\$
Lee C. Banks	60,000	80,000	6,668	146,668
Randolph W. Carson	60,000	80,000	4,034	144,034
David W. Ignat	60,000	80,000	23,481	163,481
Joseph P. Keithley	110,000	80,000	20,839	210,839
William P. Madar (6)	58,375	73,635	30,384	162,394
Michael J. Merriman, Jr.	66,675	80,000	25,697	172,372
Mary G. Puma	67,500	80,000	9,160	156,660
Victor L. Richey, Jr.	60,000	80,000	1,677	141,677
William L. Robinson	63,333	80,000	21,735	165,068
Benedict P. Rosen	21,667	26,682	24,818	73,167

(1) Mr. Hilton, our President and Chief Executive Officer, is not included in this table because he is an executive officer and received no additional compensation in his capacity as director. Messrs. Madar and Rosen retired during Fiscal Year 2011.

(2) Mr. Rosen was chairperson of the Governance and Nominating Committee until March 1, 2011. Mr. Robinson was chairperson beginning March 1, 2011. Messrs. Rosen and Robinson each received a proportionate share of the chairperson's cash retainer. Mr. Madar was chairperson of the Audit Committee until March 1, 2011; Mr. Merriman was chairperson beginning March 1, 2011. Messrs. Madar and Merriman each received a proportionate share of the chairperson's cash retainer.

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(3) The following table represents the Fiscal Year 2011 cash compensation deferred by each director under the Directors Deferred Compensation Plan:

Director	Amount of Cash Retainer Deferred to Cash Account (\$)	Amount of Cash Retainer Deferred to Share Equivalent Unit Account (\$)
Lee C. Banks		
Randolph W. Carson		60,000
David W. Ignat	60,000	
Joseph P. Keithley		27,500
William P. Madar		
Michael J. Merriman, Jr.		
Mary G. Puma		
Victor L. Richey, Jr.		
William L. Robinson		31,666
Benedict P. Rosen		21,667

(4) This column represents the grant date fair value of the award as calculated under FASB ASC Topic 718 (formerly known as FAS 123R). The number of shares was determined by dividing \$80,000 by the closing share price of our common shares on December 7, 2010 \$43.32. Fractional shares are rounded up to the nearest whole share. Messrs. Madar s and Rosen s grants were prorated based on months of service. Messrs. Carson, Keithley, Merriman, and Robinson elected to defer the Fiscal Year 2011 restricted share grant to their respective restricted share unit account.

Director	Restricted Shares (#)	Restricted Share Units (#)
Lee C. Banks	1,848	
Randolph W. Carson		1,848
David W. Ignat	1,848	
Joseph P. Keithley		1,848
William P. Madar	1,700	
Michael J. Merriman, Jr.		1,848
Mary G. Puma	1,848	
Victor L. Richey, Jr.	1,848	
William L. Robinson		1,848
Benedict P. Rosen	616	

(5) This column reflects the value of dividends on restricted shares and share units, interest on deferred cash accounts, premiums for life and business travel accident insurance for each director and matching gifts for Fiscal Year 2011. The matching gift amounts were:

Director	Matching Gift (\$)
Lee C. Banks	5,000
Randolph W. Carson	
David W. Ignat	6,000
Joseph P. Keithley	6,000
William P. Madar	6,000
Michael J. Merriman, Jr.	12,000
Mary G. Puma	6,000
Victor L. Richey, Jr.	
William L. Robinson	5,750
Benedict P. Rosen	6,000

(6) Based on our commitment to Mr. Madar at the time he retired in 1997 as our President and Chief Executive Officer, for 2011, we imputed \$3,768 in income to Mr. Madar for insurance premiums for health care coverage based on the full COBRA premium value and imputed \$8,858 for Medicare Part B premiums.

These payments are not made in consideration of Mr. Madar's service as a director.

PROPOSAL 2: RATIFY THE APPOINTMENT OF INDEPENDENT

REGISTERED PUBLIC ACCOUNTING FIRM

Appointment of Independent Registered Public Accounting Firm for Fiscal Year Ending October 31, 2012

Ernst & Young LLP (Ernst & Young) served as our independent registered public accounting firm for the Fiscal Year ended October 31, 2011. The Audit Committee has appointed Ernst & Young to serve as our auditors for the Fiscal Year ending October 31, 2012. Although shareholder ratification of the appointment of Ernst & Young is not required, the Board of Directors believes that submitting the appointment to our shareholders for ratification is a matter of good corporate governance. If our shareholders do not ratify the appointment of Ernst & Young, the Audit Committee will reconsider the appointment. We expect that a representative of Ernst & Young will be present at the 2012 Annual Meeting to respond to appropriate questions from shareholders and to make a statement if he or she desires to do so.

As provided in the Audit Committee s charter, the Audit Committee is responsible for directly appointing, retaining, terminating and overseeing our independent registered public accounting firm. While we have a long-standing relationship with Ernst & Young, the Audit Committee continuously evaluates the independence and effectiveness of Ernst & Young and its personnel, and the cost and quality of its audit and audit-related services.

Pre-Approval of Audit and Non-Audit Services

At the start of each fiscal year, our Audit Committee pre-approves the audit services and audit-related services, if any, together with specific details regarding such services anticipated to be required for such fiscal year including, as available, estimated fees. The Audit Committee reviews the services provided to date and actual fees against the estimates, and such fee amounts may be updated for presentation at the regularly scheduled meetings of the Audit Committee. Additional pre-approval is required before actual fees for any service can exceed the originally pre-approved amount. The Audit Committee may also revise the list of pre-approved services and related fees from time to time. All of the services described below under the captions Audit Fees and Audit-Related Fees with respect to Fiscal Years 2010 and 2011 were approved in accordance with this policy.

If we seek to engage our independent registered public accounting firm for other services that are not considered subject to general approval as described above, then the Audit Committee must approve such specific engagement as well as the estimated fees. Such engagement will be presented to the Audit Committee for approval at its next regularly scheduled meeting. If the timing of the project requires an expedited decision, then we may ask the chairperson of the Audit Committee to approve such engagement. Any such approval by the chairperson is then reported to the full Audit Committee for ratification at the next Audit Committee meeting. In any event, approval of any engagement by the Audit Committee or the chairperson of the Audit Committee is required before our independent registered public accounting firm may commence any engagement. Additional approval is required before any fees can exceed approved fees for any such specifically-approved services.

Fees Paid to Ernst & Young

The following table shows the fees we paid or accrued for audit and other services provided by Ernst & Young for the Fiscal Years ended October 31, 2011 and October 31, 2010:

	Fiscal Year 2011	Fiscal Year 2010
Audit Fees (1)	\$ 1,308,375	\$ 1,262,945
Audit-Related Fees (2)	\$	\$

(1) Audit services of Ernst & Young consisted of the audit of our annual consolidated financial statements, the quarterly review of interim financial statements, the audit of management s assessments of internal controls over financial reporting and statutory audits required internationally.

(2) Audit-Related Fees generally include fees for employee benefit plans, business acquisitions, accounting consultations and services related to Securities and Exchange Commission registration statements.

Required Vote

The affirmative vote of a majority of the shares represented at the 2012 Annual Meeting of Shareholders and entitled to vote on this proposal will be required to ratify the Audit Committee's appointment of our independent registered public accounting firm. A proxy/voting instruction card marked as abstaining with respect to this proposal will have the effect of a vote against ratification of the appointment of the independent registered public accounting firm.

RECOMMENDATION REGARDING PROPOSAL 2:

THE BOARD OF DIRECTORS RECOMMENDS THAT YOU VOTE

FOR RATIFICATION OF THE

AUDIT COMMITTEE'S APPOINTMENT OF ERNST & YOUNG LLP AS OUR INDEPENDENT

REGISTERED PUBLIC ACCOUNTING FIRM FOR THE FISCAL YEAR ENDING OCTOBER 31, 2012.

SECURITY OWNERSHIP OF NORDSON COMMON SHARES BY DIRECTORS, EXECUTIVE OFFICERS AND LARGE BENEFICIAL OWNERS

The following table shows the number of Nordson common shares beneficially owned as of January 3, 2012 by each person who was a director as of October 31, 2011, each executive officer named in this Proxy Statement and by all officers and directors as a group. No executive officer or director owns more than 4.2% of outstanding Nordson common shares. All executive officers and directors as a group own approximately 5.3% of outstanding Nordson common shares. There were 65,187,881 shares outstanding as of January 3, 2012.

This beneficial ownership information is based on information furnished by the directors and executive officers. Beneficial ownership is determined in accordance with Rule 13d-3 under the Securities Exchange Act of 1934 for purposes of this Proxy Statement and is not necessarily to be construed as beneficial ownership for other purposes.