

NORDSON CORP
Form 4
January 09, 2006

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 *
CAMPBELL EDWARD P

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

WESTLAKE, OH 44145

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
01/06/2006

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount (A) or Price (D)		
COMMON SHARES	01/06/2006		M		67,826 A \$ 22.41	252,485 (1)	D
COMMON SHARES	01/06/2006		F		11,184 D \$ 43.12	241,301 (1)	D
COMMON SHARES	01/06/2006		S		600 D \$ 43.23	240,701 (1)	D
COMMON SHARES	01/06/2006		S		900 D \$ 43.18	239,801 (1)	D
COMMON SHARES	01/06/2006		S		1,000 D \$ 43.17	238,801 (1)	D

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COMMON SHARES	01/06/2006	S	1,199	D	\$ 43.16	237,602 ⁽¹⁾	D
COMMON SHARES	01/06/2006	S	12,301	D	\$ 43.15	225,301 ⁽¹⁾	D
COMMON SHARES	01/06/2006	S	100	D	\$ 43.14	225,201 ⁽¹⁾	D
COMMON SHARES	01/06/2006	S	600	D	\$ 43.13	224,601 ⁽¹⁾	D
COMMON SHARES	01/06/2006	S	2,600	D	\$ 43.12	222,001 ⁽¹⁾	D
COMMON SHARES	01/06/2006	S	700	D	\$ 43.11	221,301 ⁽¹⁾	D
COMMON SHARES	01/06/2006	S	9,600	D	\$ 43.1	211,701 ⁽¹⁾	D
COMMON SHARES	01/06/2006	S	200	D	\$ 43.09	211,501 ⁽¹⁾	D
COMMON SHARES	01/06/2006	S	400	D	\$ 43.08	211,101 ⁽¹⁾	D
COMMON SHARES	01/06/2006	S	200	D	\$ 43.07	210,901 ⁽¹⁾	D
COMMON SHARES	01/06/2006	S	1,600	D	\$ 43.06	209,301 ⁽¹⁾	D
COMMON SHARES	01/06/2006	S	2,400	D	\$ 43.05	206,901 ⁽¹⁾	D
COMMON SHARE	01/06/2006	S	100	D	\$ 43.04	206,801 ⁽¹⁾	D
COMMON SHARES	01/06/2006	S	100	D	\$ 43.01	206,701 ⁽¹⁾	D
COMMON SHARES	01/06/2006	S	700	D	\$ 43	206,001 ⁽¹⁾	D

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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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	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)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)
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Derivative Security			or Disposed of (D) (Instr. 3, 4, and 5)		Date Exercisable	Expiration Date	Title	Amount or Number of Shares
	Code	V	(A)	(D)				
Employee Stock Option (right to buy)	\$ 22.41	01/06/2006	M	67,826	11/02/1999	11/02/2008	COMMON SHARES	67,826
Stock Units	(3)				(4)	(4)	COMMON SHARES	(4)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
CAMPBELL EDWARD P 28601 CLEMENS ROAD WESTLAKE, OH 44145	X		CHAIRMAN & CEO	

Signatures

Robert E. Veillette,
Attorney-In-Fact

01/09/2006

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 28,953 shares owned through Company 401(k) Plan; and 2,657 shares owned through Company Excess Retirement Plan.
- (2) The price of the Derivative Security has been reported in column 2.
- (3) Security converts into common stock on one-for-one basis.
- (4) Stock Units accrued through Nordson's Officers' Deferred Compensation Plan.

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