

NORDSON CORP  
Form 4  
June 04, 2008

**FORM 4**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

OMB APPROVAL

OMB Number: 3235-0287  
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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 \*  
**DUNN ROBERT A JR**

(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)  
**06/02/2008**

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)

**SR. VICE PRESIDENT**

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 (D) Price   |   |  |   |
| Common Shares                   | 06/02/2008                           |  | M                              | 13,000 A \$ 27.78   | 30,270 <sup>(1)</sup>   | D  |   |
| Common Shares                   | 06/02/2008                           |  | M                              | 13,000 A \$ 27.71   | 43,270 <sup>(1)</sup>   | D  |   |
| Common Shares                   | 06/02/2008                           |  | S                              | 1,373 D \$ 70.76  | 41,897 <sup>(1)</sup>   | D  |   |
| Common Shares                   | 06/02/2008                           |  | S                              | 300 D \$ 70.82  | 41,597 <sup>(1)</sup>   | D  |   |
| Common Shares                   | 06/02/2008                           |  | S                              | 400 D \$ 70.83  | 41,097 <sup>(1)</sup>   | D  |   |

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|               |            |   |       |   |          |                   |   |
|---------------|------------|---|-------|---|----------|-------------------|---|
| Common Shares | 06/02/2008 | S | 100   | D | \$ 70.98 | 40,997 <u>(1)</u> | D |
| Common Shares | 06/02/2008 | S | 100   | D | \$ 70.89 | 41,097 <u>(1)</u> | D |
| Common Shares | 06/02/2008 | S | 402   | D | \$ 71.02 | 40,595 <u>(1)</u> | D |
| Common Shares | 06/02/2008 | S | 100   | D | \$ 71.03 | 40,495 <u>(1)</u> | D |
| Common Shares | 06/02/2008 | S | 1,600 | D | \$ 71.06 | 38,895 <u>(1)</u> | D |
| Common Shares | 06/02/2008 | S | 200   | D | \$ 71.08 | 38,695 <u>(1)</u> | D |
| Common Shares | 06/02/2008 | S | 1,000 | D | \$ 71.09 | 37,695 <u>(1)</u> | D |
| Common Shares | 06/02/2008 | S | 700   | D | \$ 71.13 | 36,995 <u>(1)</u> | D |
| Common Shares | 06/02/2008 | S | 200   | D | \$ 71.14 | 36,795 <u>(1)</u> | D |
| Common Shares | 06/02/2008 | S | 320   | D | \$ 71.16 | 36,475 <u>(1)</u> | D |
| Common Shares | 06/02/2008 | S | 100   | D | \$ 71.17 | 36,375 <u>(1)</u> | D |
| Common Shares | 06/02/2008 | S | 1,000 | D | \$ 71.18 | 35,375 <u>(1)</u> | D |
| Common Shares | 06/02/2008 | S | 5     | D | \$ 71.19 | 35,370 <u>(1)</u> | D |
| Common Shares | 06/02/2008 | S | 1,000 | D | \$ 71.2  | 34,370 <u>(1)</u> | D |
| Common Shares | 06/02/2008 | S | 1,948 | D | \$ 71.21 | 32,422 <u>(1)</u> | D |
| Common Shares | 06/02/2008 | S | 481   | D | \$ 71.24 | 31,941 <u>(1)</u> | D |
| Common Shares | 06/02/2008 | S | 800   | D | \$ 71.25 | 31,141 <u>(1)</u> | D |
| Common Shares | 06/02/2008 | S | 2,000 | D | \$ 71.26 | 29,141 <u>(1)</u> | D |
| Common Shares | 06/02/2008 | S | 500   | D | \$ 71.27 | 28,641 <u>(1)</u> | D |
| Common Shares | 06/02/2008 | S | 201   | D | \$ 71.28 | 28,440 <u>(1)</u> | D |
|               | 06/02/2008 | S | 798   | D |          | 27,642 <u>(1)</u> | D |

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|               |            |  |   |     |    |          |                       |   |
|---------------|------------|--|---|-----|----|----------|-----------------------|---|
| Common Shares |            |  |   |     | \$ | 71.29    |                       |   |
| Common Shares | 06/02/2008 |  | S | 100 | D  | \$ 71.3  | 27,542 <sup>(1)</sup> | D |
| Common Shares | 06/02/2008 |  | S | 899 | D  | \$ 71.31 | 26,643 <sup>(1)</sup> | D |
| Common Shares | 06/02/2008 |  | S | 200 | D  | \$ 71.32 | 26,443 <sup>(1)</sup> | D |
| Common Shares | 06/02/2008 |  | S | 300 | D  | \$ 71.33 | 26,143 <sup>(1)</sup> | 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 Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable Expiration Date                         | Title Amount or Number of Shares                              |
| Employee Stock Option (right to buy)       | \$ 27.78   | 06/02/2008                           |  | M                              | 13,000  | 12/09/2003 12/09/2012                                    | Common Shares 13,000  |
| Employee Stock Option (right to buy)       | \$ 27.71   | 06/02/2008                           |  | M                              | 13,000  | 11/03/2004 11/03/2013                                    | Common Shares 13,000  |

## Reporting Owners

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

DUNN ROBERT A JR  
28601 CLEMENS ROAD  
WESTLAKE, OH 44145

SR. VICE PRESIDENT

## Signatures

By: Robert E. Veillette,  
Attorney-In-Fact

06/04/2008

\_\_Signature of Reporting Person

Date

FILING 1 OF 2

06/04/2008

\_\_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 2,126 shares owned through Company ESOP Plan; 260 shares owned through Company Excess Retirement Plan; and 874 shares through Company Dividend Reinvestment Plan

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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