

NORDSON CORP  
 Form 144  
 December 20, 2006

**U.S. SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**OMB APPROVAL**

OMB Number: 3235-0101  
 Expires: December 31, 2006  
 Estimated average burden

hours per response . . . . 4.47

**FORM 144**

**NOTICE OF PROPOSED SALE OF SECURITIES**

SEC USE ONLY  
 DOCUMENT SEQUENCE NO.

**PURSUANT TO RULE 144 UNDER THE SECURITIES ACT OF 1933**

**ATTENTION:** *Transmit for filing 3 copies of this form concurrently with either placing an order with a broker to execute sale or executing a sale directly with a market maker.*

1(a) NAME OF ISSUER (b) IRS IDENT. NO. (c) S.E.C. FILE NO. WORK LOCATION CUSIP NUMBER

NORDSON CORPORATION 34-0590250 0-7977  
 1(d) ADDRESS OF ISSUER STREET CITY STATE ZIP CODE (e) TELEPHONE NO.  
 AREA CODE AND NUMBER  
 28601 CLEMENS ROAD WESTLAKE OH 44145 440 892-1580

2(a) NAME OF PERSON FOR WHOSE (b) IRS IDENT. NO. (c) RELATIONSHIP (d) ADDRESS CITY STATE ZIP CODE  
 ACCOUNT THE SECURITIES TO ISSUER  
 ARE TO BE SOLD

Michael Groos Vice President 28601 Clemens Road Westlake OH 44145

**INSTRUCTION:** *The person filing this notice should contact the issuer to obtain the I.R.S. Identification Number and the S.E.C. File Number.*

3(a)	(b)	SEC USE ONLY	(c)	(d)	(e)	(f)	(g)
Title of the Class of Securities To Be Sold	Name and Address of Each Broker Through Whom the Securities are to be Offered or Each Market Maker who is Acquiring the Securities	SEC USE ONLY	Number of Shares or Other Units To Be Sold	Aggregate Market Value	Number of Shares or Other Units Outstanding	Approximate Date of Sale	Name of Each Securities Exchange
	Broker-Dealer File Number		(See instr. 3(c))	(See instr. 3(d))	(See instr. 3(e))	(See instr. 3(f))	(See instr. 3(g))
Common Shares w/o par Value	McDonald Investments 4910 Tiedeman Road Brooklyn, OH 44144		16,250	\$780,000.00	33,664,774	12/22/06	NASDAQ

Edgar Filing: NORDSON CORP - Form 144

1.
  - (a) Name of issuer.
  - (b) Issuer's IRS Identification Number.
  - (c) Issuer's SEC file number, if any.
  - (d) Issuer's address, including zip code.
  
  - (e) Issuer's telephone number, including area code.
  
2.
  - (a) Name of person for whose account the securities are to be sold.
  - (b) Such person's or I.R.S. Identification number, if such a person is an entity.
  - (c) Such person's relationship to the issuer (e.g., officer, director, 10 percent stockholder, or member of immediate family of any of the foregoing).  
  
Such person's address, including zip code.
  
  - (d)
  
3.
  - (a) Title of the class of securities to be sold.
  - (b) Name and address of each broker through whom the securities are intended to be sold.
  - (c) Number of shares or other units to be sold (if debt securities, give the aggregate face amount).
  
  - (d) Aggregate market value of the securities to be sold as of a specified date within 10 days prior to the filing of this notice.
  
  - (e) Number of shares or other units of the class outstanding, or if debt securities the face amount thereof outstanding, as shown by the most recent report or statement published by the issuer.  
  
Approximate date on which the securities are to be sold.  
  
Name of each securities exchange, if any, on which the securities are intended to be sold.
  
  - (f)
  
  - (g)

**TABLE I - SECURITIES TO BE SOLD**

*Furnish the following information with respect to the acquisition of the securities to be sold*

*and with respect to the payment of all or any part of the purchase price or other consideration therefor:*

Title of the Class	Date you Acquired	Name of Person from Whom Acquired	Nature of Acquisition Transaction <i>(if gift, also give date donor acquired)</i>	Amount of Securities Acquired	Date of Payment	Nature of Payment
Common Shares w/o par value			Possible Cashless Stock Option Exercise	12,000		Cash
Common Shares w/o par value	1/22/03		Restricted Shares (restriction lapsed 10/29/06)	4,250(1)		-0-

**INSTRUCTIONS:** If the securities were purchased and full payment therefor was not made in cash at the time of purchase, explain in the table or in a note thereto the nature of the consideration given. If the consideration consisted of any note or other obligation, or if payment was made in installments describe the arrangement and state when the note or other obligation was discharged in full or the last installment paid.

**TABLE II - SECURITIES SOLD DURING THE PAST 3 MONTHS**

*Furnish the following information as to all securities of the issuer sold during the past 3 months by the person for whose account the securities are to be sold.*

Name and Address of Seller	Title of Securities Sold	Date of Sale	Amount of Securities Sold	Gross Proceeds
----------------------------	--------------------------	--------------	------------------------------	----------------

**Remarks:**

- (1) Shares from lapse of transfer restriction on restricted stock granted January 22, 2003.

**INSTRUCTIONS:**

See the definition of "person" in paragraph (a) of Rule 144. Information to be given not only as to the person for whose account the securities are to be sold but also as to all other persons included in that definition. In addition, information shall be given as to sales by all persons whose sales are required by paragraph (e) of Rule 144 to be aggregated with sales for the account of the person filing this notice.

**ATTENTION:**

*The person for whose account the securities to which this notice relates are to be sold hereby represents by signing this notice that he does not know any material adverse information in regard to the current and prospective operations of the Issuer of the securities to be sold which has not been publicly disclosed.*

December 19, 2006

Robert E. Veillette, Attorney-In-Fact

**Date of Notice**

**(Signature)**

*The notice shall be signed by the person for whose account the securities are to be sold. At least one copy of the notice shall be manually signed.*

Edgar Filing: NORDSON CORP - Form 144

*Any copies not manually signed shall bear typed or printed signatures.*

**ATTENTION: Intentional misstatements or omission of facts constitute Federal Criminal Violations (See 18 U.S.C. 1001)**