## Edgar Filing: NORDSON CORP - Form 4

Form 4										
December 22, 2 FORM Check this b if no longer subject to Section 16. Form 4 or Form 5 obligations	TIES AND EXCHANGE COMMISSIO ington, D.C. 20549 EES IN BENEFICIAL OWNERSHIP OF SECURITIES (a) of the Securities Exchange Act of 1934, ity Holding Company Act of 1935 or Secti				NERSHIP OF	Number: 3235-0287 Number: January 31, 2005 Estimated average burden hours per response 0.5				
may continu <i>See</i> Instructi 1(b).	le.	30(h) of the Inve	•		•			•		
(Print or Type Res	ponses)									
MADAR WILLIAM P Symbo			2. Issuer Name <b>and</b> Ticker or Trading ymbol [ORDSON CORP [NDSN]				5. Relationship of Reporting Person(s) to Issuer			
(Last) 28601 CLEMH	dle) 3. Date of E (Month/Day	3. Date of Earliest Transaction (Month/Day/Year) 12/21/2005				_X_ Director	Officer (give title Other (specify			
Filed(Month			lment, Date Original /Day/Year)				<ul> <li>6. Individual or Joint/Group Filing(Check</li> <li>Applicable Line)</li> <li>_X_ Form filed by One Reporting Person</li> <li> Form filed by More than One Reporting</li> </ul>			
WESTLAKE,	OH 44145						Person		porting	
(City)	(State) (Zip	p) <b>Table</b> 1	I - Non-Deri	ivative Se	curitie	es Acqu	uired, Disposed of	, or Beneficial	ly Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)		3. Transactio Code (Instr. 8) Code V	Disposed (Instr. 3,	(A) of (D 4 and (A) or	)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)		
COMMON SHARES	12/21/2005		G	6,725	D	\$ 0	188,353 <u>(1)</u>	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.

 Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned

 (e.g., puts, calls, warrants, options, convertible securities)

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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. Transa Code (Instr. 3	5. ctionNumber of 3) Derivati Securiti Acquire (A) or Dispose of (D) (Instr. 3 4, and 5	(Month/Day ve es d d	Date	7. Title and An Underlying Sec (Instr. 3 and 4)	g Securities Deri	
				Code	V (A) (E	) Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
COMMON SHARES	<u>(2)</u>					(3)	<u>(3)</u>	COMMON SHARES	<u>(3)</u>	

## **Reporting Owners**

<b>Reporting Owner Name / Address</b>	Relationships						
Reporting Owner Punie / Puniess	Director	10% Owner	Officer	Other			
MADAR WILLIAM P 28601 CLEMENS ROAD WESTLAKE, OH 44145	Х						
Signatures							
Robert E. Veillette, Attorney-In-Fact		12/22/2005	5				
**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 3,157 shares owned through Company 401(k) Plan.
- (2) Security converts into common stock on one-for-one basis.
- Stock Units accrued through Nordson's Directors' Deferred Compensation Plan. Receipt of stock is not permissible until participant (3) ceases to be a Director or reaches age 70, whichever occurs first.

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.