

NORDSON CORP
Form 4
January 04, 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 *
MADAR WILLIAM 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)
01/03/2006

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)

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 (D) Price		
COMMON SHARES	01/03/2006		S		2,500 D \$ 40.55	185,853 ⁽¹⁾	D
COMMON SHARES	01/03/2006		S		100 D \$ 40.52	185,753 ⁽¹⁾	D
COMMON SHARES	01/03/2006		S		2,400 D \$ 40.5	183,353 ⁽¹⁾	D
COMMON SHARES	01/03/2006		S		1,937 D \$ 40.45	181,416 ⁽¹⁾	D
COMMON SHARES	01/03/2006		S		8,063 D \$ 40.4	173,353 ⁽¹⁾	D
	01/03/2006		S		7,169 D	166,184 ⁽¹⁾	D

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COMMON SHARES					\$ 40.35		
COMMON SHARES	01/03/2006	S	310	D	\$ 40.34	165,874 <u>(1)</u>	D
COMMON SHARES	01/03/2006	S	221	D	\$ 40.33	165,653 <u>(1)</u>	D
COMMON SHARES	01/03/2006	S	2,800	D	\$ 40.32	162,853 <u>(1)</u>	D
COMMON SHARES	01/03/2006	S	600	D	\$ 40.3	162,253 <u>(1)</u>	D
COMMON SHARES	01/03/2006	S	1,900	D	\$ 40.29	160,353 <u>(1)</u>	D
COMMON SHARES	01/03/2006	S	100	D	\$ 40.26	160,253 <u>(1)</u>	D
COMMON SHARES	01/03/2006	S	500	D	\$ 40.25	159,753 <u>(1)</u>	D
COMMON SHARES	01/03/2006	S	100	D	\$ 40.23	159,653 <u>(1)</u>	D
COMMON SHARES	01/03/2006	S	200	D	\$ 40.22	159,453 <u>(1)</u>	D
COMMON SHARES	01/03/2006	S	300	D	\$ 40.21	159,153 <u>(1)</u>	D
COMMON SHARES	01/03/2006	S	3,600	D	\$ 40.2	155,553 <u>(1)</u>	D
COMMON SHARES	01/03/2006	S	400	D	\$ 40.18	155,153 <u>(1)</u>	D
COMMON SHARES	01/03/2006	S	200	D	\$ 40.14	154,953 <u>(1)</u>	D
COMMON SHARES	01/03/2006	S	1,900	D	\$ 40.13	153,053 <u>(1)</u>	D
COMMON SHARES	01/03/2006	S	400	D	\$ 40.12	152,653 <u>(1)</u>	D
COMMON SHARES	01/03/2006	S	100	D	\$ 40.1	152,553 <u>(1)</u>	D
COMMON SHARES	01/03/2006	S	100	D	\$ 40.08	152,453 <u>(1)</u>	D
COMMON SHARES	01/03/2006	S	200	D	\$ 40.07	152,253 <u>(1)</u>	D
COMMON SHARES	01/03/2006	S	100	D	\$ 40.06	152,153 <u>(1)</u>	D
	01/03/2006	S	1,300	D		150,853 <u>(1)</u>	D

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COMMON SHARES					\$			40.05
COMMON SHARES	01/03/2006	S	1,644	D	\$	149,209	(1)	D
COMMON SHARES	01/03/2006	S	856	D	\$	40	148,353	(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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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)	8. Price of Derivative Security (Instr. 5)	
							Amount or Number of Shares		
						Date Exercisable	Expiration Date	Title	
						Code	V (A) (D)		
Stock Units	(2)					(3)	(3)	COMMON SHARES	(3)

Reporting Owners

Reporting Owner Name / Address	Relationships
MADAR WILLIAM P 28601 CLEMENS ROAD WESTLAKE, OH 44145	Director 10% Owner Officer Other
	X

Signatures

Robert E. Veillette,
Attorney-In-Fact

01/04/2006

**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 3,157 shares owned through Company 401(k) Plan.

(2) Security converts into common stock on one-for-one basis.

(3) Stock Units accrued through Nordson's Directors' Deferred Compensation Plan. Receipt of stock is not permissible until participant 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.

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