KEITHLEY JOSEPH P

Form 4

December 13, 2004

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

30(h) of the Investment Company Act of 1940

OMB

OMB APPROVAL

3235-0287 Number:

Expires:

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response... 0.5

if no longer subject to Section 16. Form 4 or Form 5

obligations

Check this box

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

may continue. See Instruction

1(b).

(Last)

(Print or Type Responses)

1. Name and Address of Reporting Person * KEITHLEY JOSEPH P

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

28601 CLEMENS ROAD

NORDSON CORP [NDSN]

(Check all applicable)

(First)

3. Date of Earliest Transaction

(Month/Day/Year)

X_ Director 10% Owner Officer (give title Other (specify

12/09/2004

below) 6. Individual or Joint/Group Filing(Check

(Street) 4. If Amendment, Date Original

(Middle)

Applicable Line)

Filed(Month/Day/Year)

X Form filed by One Reporting Person Form filed by More than One Reporting

Person

WESTLAKE, OH 44145

(State) (Zip)

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

1.Title of Security (Instr. 3)

(City)

(Month/Day/Year)

2. Transaction Date 2A. Deemed Execution Date, if

(Month/Day/Year)

4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 8) (Instr. 3, 4 and 5) 5. Amount of Securities Beneficially Owned Following

6. Ownership 7. Nature of Form: Direct Indirect (D) or Beneficial Indirect (I) Ownership (Instr. 4) (Instr. 4)

(A) or

Reported Transaction(s) (Instr. 3 and 4)

COMMON SHARES

Code V Amount (D) Price

> 1,500 D

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)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	2.	3. Transaction Date	3A. Deemed	4.		5.		6. Date Exer	cisable and	/. Title and An	nount of	8. Price
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transa	ctio	ıNum	ber	Expiration D	ate	Underlying Sec	curities	Derivati
Security	or Exercise		any	Code		of		(Month/Day/	Year)	(Instr. 3 and 4)		Security
(Instr. 3)	Price of		(Month/Day/Year)	(Instr.	8)	Deriv	ative	e				(Instr. 5
	Derivative					Secu	rities					
	Security					Acqu	ired					
	·					(A) c	r					
						Disp	osed					
						of (D)					
						(Inst	. 3,					
						4, an	d 5)					
				C- 1-	3 7	(4)	(D)	D-4-	Eiti	Т:41-	A 4	
				Code	V	(A)	(D)	Date	Expiration	Title	Amount	
								Exercisable	Date		or	
											Number	
											of	
											Shares	
Stock	(1)	12/09/2004		J		27		(2)	(2)	COMMON	27	(2)
Units	<u>(1)</u>	12/09/2004		J		21		(=)	(-)	SHARES	21	<u>(2)</u>

Reporting Owners

Reporting Owner Name / Address	Relationships							
1 8	Director	10% Owner	Officer	Other				
KEITHLEY JOSEPH P 28601 CLEMENS ROAD WESTLAKE, OH 44145	X							

Signatures

Robert E. Veillette,
Attorney-In-Fact

**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) Security converts into common stock on one-for-one basis.
- (2) Stock Units accrued through Nordson's Directors' Deferred Compensation Plan. Receipt of stock is not permissible until participant ceases to be a Director.

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.

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