NORDSON CORP Form 4

December 20, 2005

#### FORM 4

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

OMB Number: 3235-0287

burden hours per

response...

**OMB APPROVAL** 

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Expires: January 31, 2005
Estimated average

0.5

Form 4 or Form 5 obligations may continue. See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * GROOS MICHAEL			2. Issuer Name <b>and</b> Ticker or Trading Symbol NORDSON CORP [NDSN]	5. Relationship of Reporting Person(s) to Issuer  (Check all applicable)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction	(Chook an approach)		
			(Month/Day/Year)	Director 10% Owner		
28601 CLEMENS ROAD			12/16/2005	_X_ Officer (give title Other (specify below) Vice President		
	(Street)		4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check		
			Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person		
WESTLAKE, OH 44145				Form filed by More than One Reporting Person		

#### (City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1.Title of 2. Transaction Date 2A. Deemed 3. 4. Securities Acquired (A) 5. Amount of 7. Nature Security (Month/Day/Year) Execution Date, if Transaction Disposed of (D) Securities Ownership of Indirect (Instr. 3, 4 and 5) (Instr. 3) Code Beneficially Form: Beneficial (Month/Day/Year) (Instr. 8) Owned Direct (D) Ownership Following or Indirect (Instr. 4) Reported (A) Transaction(s) (Instr. 4) (Instr. 3 and 4) Code V Amount (D) Price **COMMON** 12/16/2005 M 40,000 A \$ 28.5 60,495 D **SHARES COMMON** 12/16/2005 M 20,000 A \$ 23.07 D 80,495 **SHARES COMMON** S 12/16/2005 17,500 D 62,995 D 41.9579 **SHARES COMMON** S 12/16/2005 10,239 D 52,756 D **SHARES** COMMON 12/16/2005 S 8,750 D 31,653 D 40.2031 **SHARES**

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COMMON	10/1/2005	C	0.750	_	<b></b>	21.005	ъ
SHARES	12/16/2005	S	9,758	D	\$ 40.57	21,895	D
COMMON SHARES	12/16/2005	S	1,400	D	\$ 40.5929	20,495	D
COMMON SHARES	12/16/2005	S	800	D	\$ 41.88	19,695	D
COMMON SHARES	12/16/2005	S	600	D	\$ 41.86	19,095	D
COMMON SHARES	12/16/2005	S	400	D	\$ 41.85	18,695	D
COMMON SHARES	12/16/2005	S	557	D	\$ 41.84	18,136	D
COMMON SHARES	12/16/2005	S	100	D	\$ 41.81	18,038	D
COMMON SHARES	12/16/2005	S	400	D	\$ 41.8	17,638	D
COMMON SHARES	12/16/2005	S	1,600	D	\$ 41.72	16,038	D
COMMON SHARES	12/16/2005	S	100	D	\$ 41.71	15,938	D
COMMON SHARES	12/16/2005	S	100	D	\$ 41.7	15,838	D
COMMON SHARES	12/16/2005	S	200	D	\$ 41.68	15,638	D
COMMON SHARES	12/16/2005	S	300	D	\$ 41.67	15,338	D
COMMON SHARES	12/16/2005	S	100	D	\$ 41.637	15,238	D
COMMON SHARES	12/16/2005	S	100	D	\$ 41.66	15,138	D
COMMON SHARES	12/16/2005	S	100	D	\$ 41.65	15,038	D
COMMON SHARES	12/16/2005	S	1,000	D	\$ 41.44	14,038	D
COMMON SHARES	12/16/2005	S	97	D	\$ 41.47	13,941	D
COMMON SHARES	12/16/2005	S	200	D	\$ 41.4	13,741	D
COMMON SHARES	12/16/2005	S	100	D	\$ 41.11	13,641	D
	12/16/2005	S	200	D	\$ 41.1	13,441	D

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COMMON SHARES

COMMON SHARES 12/16/2005 S 300 D \$41.09 13,141 D

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

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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)	Secu Acqu or Di (D)	rities nired (A) sposed of r. 3, 4,	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	Amou or Numb of Sha
Employee Stock Option (right to buy)	\$ 28.5	12/16/2005		M		40,000	11/06/2001	11/06/2010	COMMON SHARES	40,0
Employee Stock Option (right to buy)	\$ 23.07	12/16/2005		M		20,000	11/05/2002	11/05/2011	COMMON SHARES	20,0

### **Reporting Owners**

Reporting Owner Name / Address	Relationships						
Toporous o mar rume / rume os	Director	10% Owner	Officer	Other			
GROOS MICHAEL							
28601 CLEMENS ROAD			Vice President				
WESTLAKE, OH 44145							

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#### **Signatures**

Robert E. Veillette, Attorney-In-Fact

12/19/2005

\*\*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) The price of the Derivative Security has been reported in column 2.

#### **Remarks:**

Filing 1 of 2

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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