

NORDSON CORP
Form 4
January 03, 2008

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 *
BLOOMFIELD DOUGLAS C

(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)
01/02/2008

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)
Vice President

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount or Price | | |
| COMMON SHARES | 01/02/2008 | | M | | 720 A \$ 23.07 | 4,399 ⁽¹⁾ | D |
| COMMON SHARES | 01/02/2008 | | M | | 1,440 A \$ 26.27 | 5,839 ⁽¹⁾ | D |
| COMMON SHARES | 01/02/2008 | | M | | 1,600 A \$ 27.71 | 7,439 ⁽¹⁾ | D |
| COMMON SHARES | 01/02/2008 | | M | | 2,100 A \$ 36.91 | 9,539 ⁽¹⁾ | D |
| COMMON SHARES | 01/02/2008 | | S | | 650 D \$ 56.96 | 8,889 ⁽¹⁾ | D |

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| | | | | | | | |
|---------------|------------|---|-------|---|----------|----------------------|---|
| COMMON SHARES | 01/02/2008 | S | 316 | D | \$ 56.95 | 8,573 ⁽¹⁾ | D |
| COMMON SHARES | 01/02/2008 | S | 100 | D | \$ 56.81 | 8,473 ⁽¹⁾ | D |
| COMMON SHARES | 01/02/2008 | S | 100 | D | \$ 56.8 | 8,373 ⁽¹⁾ | D |
| COMMON SHARES | 01/02/2008 | S | 51 | D | \$ 56.77 | 8,322 ⁽¹⁾ | D |
| COMMON SHARES | 01/02/2008 | S | 300 | D | \$ 56.76 | 8,022 ⁽¹⁾ | D |
| COMMON SHARES | 01/02/2008 | S | 4,343 | D | \$ 56.75 | 3,679 ⁽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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(9-02)

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) | Amount or Number of Shares | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|-------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | |
| Employee Stock Option (right to buy) | \$ 23.07 | 01/02/2008 | | M | 720 | 11/05/2002 | 11/05/2011 | COMMON SHARES | 720 |
| Employee Stock Option (right to buy) | \$ 26.27 | 01/02/2008 | | M | 1,440 | 11/04/2003 | 11/04/2012 | COMMON SHARES | 1,440 |
| Employee Stock | \$ 27.71 | 01/02/2008 | | M | 1,600 | 11/03/2004 | 11/03/2013 | COMMON SHARES | 1,600 |

Option
(right to
buy)

Employee
Stock

Option
(right to
buy)

\$ 36.91

01/02/2008

M

2,100

12/09/2005

12/09/2014

COMMON
SHARES

2,100

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|----------------|-------|
| | Director | 10% Owner | Officer | Other |
| BLOOMFIELD DOUGLAS C 28601 CLEMENS ROAD WESTLAKE, OH 44145 | | | Vice President | |

Signatures

Robert E. Veillette,
Attorney-In-Fact

01/03/2008

__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 1,458 shares owned through Company ESOP Plan; 2,172 shares owned through Company 401(k) Plan; and 49 shares owned through Company Dividend Reinvestment Plan.

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.