

NORDSON CORP

Form 4

May 30, 2008

FORM 4
UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *

GROOS MICHAEL

(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)

05/30/2008

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 Indirect Beneficial Ownership (Instr. 4)
COMMON SHARES	05/30/2008		S	800 D	\$ 71.59 20,543 ⁽¹⁾	D	
COMMON SHARES	05/30/2008		S	600 D	\$ 71.58 19,943 ⁽¹⁾	D	
COMMON SHARES	05/30/2008		S	218 D	\$ 71.57 19,725 ⁽¹⁾	D	
COMMON SHARES	05/30/2008		S	1,196 D	\$ 71.55 18,529 ⁽¹⁾	D	
COMMON SHARES	05/30/2008		S	1,910 D	\$ 71.54 16,619 ⁽¹⁾	D	

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COMMON SHARES	05/30/2008	S	700	D	\$ 71.52	15,919 ⁽¹⁾	D
COMMON SHARES	05/30/2008	S	1,000	D	\$ 71.51	14,919 ⁽¹⁾	D
COMMON SHARES	05/30/2008	S	200	D	\$ 71.5	14,719 ⁽¹⁾	D
COMMON SHARES	05/30/2008	S	300	D	\$ 71.47	14,419 ⁽¹⁾	D
COMMON SHARES	05/30/2008	S	400	D	\$ 71.45	14,019 ⁽¹⁾	D
COMMON SHARES	05/30/2008	S	200	D	\$ 71.43	13,819 ⁽¹⁾	D
COMMON SHARES	05/30/2008	S	200	D	\$ 71.42	13,619 ⁽¹⁾	D
COMMON SHARES	05/30/2008	S	122	D	\$ 71.41	13,497 ⁽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)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 6)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other

GROOS MICHAEL
28601 CLEMENS ROAD
WESTLAKE, OH 44145

Vice President

Signatures

Robert E. Veillette,
Attorney-In-Fact

05/30/2008

__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 591 shares owned through Company Dividend Reinvestment Plan.

Remarks:

FILING 2 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.
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