

NORDSON CORP  
Form 4  
January 04, 2006

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2005  
Estimated average burden hours per response... 0.5

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

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

COMMON SHARES					\$ 40.05			
COMMON SHARES	01/03/2006		S	1,644	D	\$ 40.02	149,209 <sup>(1)</sup>	D
COMMON SHARES	01/03/2006		S	856	D	\$ 40	148,353 <sup>(1)</sup>	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.**

SEC 1474  
(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 Derivati Security (Instr. 5)	
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
						Code	V (A) (D)		
Stock Units	<sup>(2)</sup>					<sup>(3)</sup>	<sup>(3)</sup>	COMMON SHARES	<sup>(3)</sup>

## Reporting Owners

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