

NORDSON CORP
Form 4
December 20, 2005

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 *
PELLECCHIA NICHOLAS D

(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)
12/16/2005

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	(D)	Price
COMMON SHARES	12/16/2005		M		6,000	A	\$ 22.41
COMMON SHARES	12/16/2005		S		200	D	\$ 41.85
COMMON SHARES	12/16/2005		S		51	D	\$ 41.81
COMMON SHARES	12/16/2005		S		558	D	\$ 41.8
COMMON SHARES	12/16/2005		S		400	D	\$ 41.79

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COMMON SHARES	12/16/2005	S	3,351	D	\$ 41.78	39,972 ⁽¹⁾	D	
COMMON SHARES	12/16/2005	S	500	D	\$ 41.76	39,472 ⁽¹⁾	D	
COMMON SHARES	12/16/2005	S	100	D	\$ 41.66	39,372 ⁽¹⁾	D	
COMMON SHARES	12/16/2005	S	300	D	\$ 41.65	39,072 ⁽¹⁾	D	
COMMON SHARES	12/16/2005	S	15	D	\$ 41.71	39,057 ⁽¹⁾	D	
COMMON SHARES	12/16/2005	S	100	D	\$ 41.61	38,957 ⁽¹⁾	D	
COMMON SHARES	12/16/2005	S	200	D	\$ 41.62	38,757 ⁽¹⁾	D	
COMMON SHARES	12/16/2005	S	97	D	\$ 41.51	38,660 ⁽¹⁾	D	
COMMON SHARES	12/16/2005	S	100	D	\$ 41.5	38,560 ⁽¹⁾	D	
COMMON SHARES	12/16/2005	S	28	D	\$ 41.41	38,532 ⁽¹⁾	D	
COMMON SHARES						20,634 ⁽²⁾	I	BY SPOUSE

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)
	\$ 22.41	12/16/2005		M	6,000	Date Exercisable: 11/02/1999 Expiration Date: 11/02/2008	Title: Amount or Number of Shares: 6,000

Employee
 Stock
 Option
 (right to
 buy)

COMMON
 SHARES

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
PELLECCHIA NICHOLAS D 28601 CLEMENS ROAD WESTLAKE, OH 44145			VICE PRESIDENT	

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) Includes 2,864 shares owned through Company 401(k) Plan; and 524 shares owned through Company Excess Retirement Plan.
- (2) Reporting person disclaims beneficial ownership of these securities.
- (3) The price of the Derivative Security has been reported in column 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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