

NORDSON CORP  
Form 4  
March 17, 2006

**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 \*  
**KEITHLEY JOSEPH P**

2. Issuer Name and Ticker or Trading Symbol  
**NORDSON CORP [NDSN]**

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
**28601 CLEMENS ROAD**  
  
(Street)

3. Date of Earliest Transaction (Month/Day/Year)  
**03/16/2006**

Director  10% Owner  
 Officer (give title below)  Other (specify below)

**WESTLAKE, OH 44145**  
  
(City) (State) (Zip)

4. If Amendment, Date Original Filed(Month/Day/Year)

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  | (D)  | Price   |
| COMMON SHARES                   | 03/16/2006                           |  | M                              |   | 3,808   | A  | \$ 29.61  |
| COMMON SHARES                   | 03/16/2006                           |  | M                              |   | 2,552   | A  | \$ 24.22  |
| COMMON SHARES                   | 03/16/2006                           |  | M                              |   | 2,500   | A  | \$ 27.71  |
| COMMON SHARES                   | 03/16/2006                           |  | S                              |   | 3,000   | D  | \$ 48.5   |
| COMMON SHARES                   | 03/16/2006                           |  | S                              |   | 4,600   | D  | \$ 48.45  |
|                                 | 06/16/2006                           |  | S                              |   | 1,260   | D  |   |

COMMON SHARES \$ 48.44

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

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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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable Expiration Date                         | Title Amount or Number of Shares                              |
| Stock Units                                | (1)  |                                      |  |                                |   | (2) (2)  | COMMON SHARES (2)   |
| Director Stock Option (right to buy)       | \$ 29.61   | 06/16/2006                           |  | M                              | 3,808   | 09/07/2002 03/07/2012                                    | COMMON SHARES 3,808   |
| Director Stock Option (right to buy)       | \$ 24.22   | 06/16/2006                           |  | M                              | 2,552   | 09/06/2003 03/06/2013                                    | COMMON SHARES 2,552   |
| Director Stock Option (right to buy)       | \$ 27.71   | 03/16/2006                           |  | M                              | 2,500   | 05/03/2004 11/03/2013                                    | COMMON SHARES 2,500   |

## Reporting Owners

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

KEITHLEY JOSEPH P  
28601 CLEMENS ROAD  
WESTLAKE, OH 44145

X

## Signatures

Peter S. Hellman,  
Attorney-In-Fact

03/17/2006

\_\_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) Security converts into common stock on one-for-one basis.

(2) Stock Units accrued through Nordson's Directors' Deferred Compensation Plan. Receipt of stock is not permissible until participant ceases to be a Director.

(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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