

LAMBERT PETER
Form 4
December 20, 2005

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

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(Print or Type Responses)

1. Name and Address of Reporting Person *
LAMBERT PETER

(Last) (First) (Middle)

28601 CLEMENS ROAD

(Street)

WESTLAKE, OH 44145

(City) (State) (Zip)

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

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
____X____ Officer (give title below) ____ Other (specify below)

Vice President

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ 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	12/16/2005		M		1,200	A	\$ 24.82	3,401 ⁽¹⁾	D
COMMON SHARES	12/16/2005		M		2,400	A	\$ 22.41	5,801 ⁽¹⁾	D
COMMON SHARES	12/16/2005		M		1,600	A	\$ 22.16	7,401 ⁽¹⁾	D
COMMON SHARES	12/16/2005		M		1,600	A	\$ 28.5	9,001 ⁽¹⁾	D
COMMON SHARES	12/16/2005		S		2,469	D	\$ 40.38	6,532 ⁽¹⁾	D

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COMMON SHARES	12/16/2005	S	76	D	\$ 40.37	6,456 ⁽¹⁾	D
COMMON SHARES	12/16/2005	S	100	D	\$ 40.35	6,356 ⁽¹⁾	D
COMMON SHARES	12/16/2005	S	2,500	D	\$ 40.33	3,856 ⁽¹⁾	D
COMMON SHARES	12/16/2005	P	100	D	\$ 40.28	3,756 ⁽¹⁾	D
COMMON SHARES	12/16/2005	S	300	D	\$ 40.25	3,356 ⁽¹⁾	D
COMMON SHARES	12/16/2005	S	198	D	\$ 40.18	3,158 ⁽¹⁾	D
COMMON SHARES	12/16/2005	S	200	D	\$ 40.15	2,958 ⁽¹⁾	D
COMMON SHARES	12/16/2005	S	300	D	\$ 40.1	2,658 ⁽¹⁾	D
COMMON SHARES	12/16/2005	S	99	D	\$ 40.09	2,559 ⁽¹⁾	D
COMMON SHARES	12/16/2005	S	200	D	\$ 40.07	2,359 ⁽¹⁾	D
COMMON SHARES	12/16/2005	S	158	D	\$ 40.05	2,201 ⁽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.

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)
	\$ 24.82	12/16/2005		M	1,200	11/03/1998 11/03/2007	

Employee Stock Option (right to buy)								COMMON SHARES	
Employee Stock Option (right to buy)	\$ 22.41	12/16/2005	M	2,400	11/02/1999	11/02/2008	COMMON SHARES	2,400	
Employee Stock Option (right to buy)	\$ 22.16	12/16/2005	M	1,600	11/01/2000	11/01/2009	COMMON SHARES	1,600	
Employee Stock Option (right to buy)	\$ 28.5	12/16/2005	M	1,600	11/06/2001	11/06/2010	COMMON SHARES	1,600	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
LAMBERT PETER 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 671 shares owned through Company 401(k) Plan; and 1,530 shares owned through Company Dividend Reinvestment Plan.

(2) 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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