

NORDSON CORP
Form 4
March 08, 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 *
COLVILLE WILLIAM W

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)
03/07/2006

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	03/07/2006		M		1,010	A	\$ 27.75
COMMON SHARES	03/07/2006		M		2,400	A	\$ 24.5
COMMON SHARES	03/07/2006		M		2,400	A	\$ 28
COMMON SHARES	03/07/2006		S		58	D	\$ 48.23
COMMON SHARES	03/07/2006		S		971	D	\$ 48.21
	03/07/2006		S		800	D	\$ 48.2

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COMMON SHARES							
COMMON SHARES	03/07/2006		S	100	D	\$ 48.19	9,826 D
COMMON SHARES	03/07/2006		S	400	D	\$ 48.18	9,426 D
COMMON SHARES	03/07/2006		S	100	D	\$ 48.16	9,326 D
COMMON SHARES	03/07/2006		S	100	D	\$ 48.15	9,226 D
COMMON SHARES	03/07/2006		S	100	D	\$ 48.13	9,126 D
COMMON SHARES	03/07/2006		S	800	D	\$ 48.12	8,326 D
COMMON SHARES	03/07/2006		S	100	D	\$ 48.11	8,226 D
COMMON SHARES	03/07/2006		S	100	D	\$ 48.08	8,126 D
COMMON SHARES	03/07/2006		S	252	D	\$ 48.07	7,874 D
COMMON SHARES	03/07/2006		S	1,348	D	\$ 48.06	6,526 D
COMMON SHARES	03/07/2006		S	581	D	\$ 48.05	5,945 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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of

								Shares
Director Stock Option (right to buy)	\$ 27.75	03/07/2006	M	1,010	09/13/1997	03/13/2007	COMMON SHARES	1,010
Director Stock Option (right to buy)	\$ 24.5	03/07/2006	M	2,400	09/12/1998	03/12/2008	COMMON SHARES	2,400
Director Stock Option (right to buy)	\$ 28	03/07/2006	M	2,400	09/11/1999	03/11/2009	COMMON SHARES	2,400
Stock Units	(2)				(3)	(3)	COMMON SHARES	(3)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
COLVILLE WILLIAM W 28601 CLEMENS ROAD WESTLAKE, OH 44145	X			

Signatures

Robert E. Veillette,
Attorney-In-Fact

03/08/2006

__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) The price of the Derivative Security has been reported in column 2.
- (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.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.