

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**

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**

3. Date of Earliest Transaction (Month/Day/Year)  
**12/16/2005**

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

**VICE PRESIDENT**

(Street)

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

**WESTLAKE, OH 44145**

(City) (State) (Zip)

**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 (A) or (D) Price			
COMMON SHARES	12/16/2005		M	6,000 A \$ 22.41	44,532 <sup>(1)</sup>	D	
COMMON SHARES	12/16/2005		S	200 D \$ 41.85	44,332 <sup>(1)</sup>	D	
COMMON SHARES	12/16/2005		S	51 D \$ 41.81	44,281 <sup>(1)</sup>	D	
COMMON SHARES	12/16/2005		S	558 D \$ 41.8	43,723 <sup>(1)</sup>	D	
COMMON SHARES	12/16/2005		S	400 D \$ 41.79	43,323 <sup>(1)</sup>	D	

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

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

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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	11/02/1999 11/02/2008	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, 12/19/2005  
 Attorney-In-Fact

\*\*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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