

NORDSON CORP  
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

OMB  
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2005  
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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**GROOS MICHAEL**

(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  
\_\_\_\_X\_\_\_\_ Officer (give title \_\_\_\_ Other (specify  
below) 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                              |                                                                   | 40,000 | A          | \$ 28.5    | 60,495                                                                                        | D                                                        |                                                       |
| COMMON SHARES                   | 12/16/2005                           |                                                    | M                              |                                                                   | 20,000 | A          | \$ 23.07   | 80,495                                                                                        | D                                                        |                                                       |
| COMMON SHARES                   | 12/16/2005                           |                                                    | S                              |                                                                   | 17,500 | D          | \$ 41.9579 | 62,995                                                                                        | D                                                        |                                                       |
| COMMON SHARES                   | 12/16/2005                           |                                                    | S                              |                                                                   | 10,239 | D          | \$ 40.8613 | 52,756                                                                                        | D                                                        |                                                       |
| COMMON SHARES                   | 12/16/2005                           |                                                    | S                              |                                                                   | 8,750  | D          | \$ 40.2031 | 31,653                                                                                        | D                                                        |                                                       |

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|                  |            |   |       |   |               |        |   |
|------------------|------------|---|-------|---|---------------|--------|---|
| COMMON<br>SHARES | 12/16/2005 | S | 9,758 | D | \$ 40.57      | 21,895 | D |
| COMMON<br>SHARES | 12/16/2005 | S | 1,400 | D | \$<br>40.5929 | 20,495 | D |
| COMMON<br>SHARES | 12/16/2005 | S | 800   | D | \$ 41.88      | 19,695 | D |
| COMMON<br>SHARES | 12/16/2005 | S | 600   | D | \$ 41.86      | 19,095 | D |
| COMMON<br>SHARES | 12/16/2005 | S | 400   | D | \$ 41.85      | 18,695 | D |
| COMMON<br>SHARES | 12/16/2005 | S | 557   | D | \$ 41.84      | 18,136 | D |
| COMMON<br>SHARES | 12/16/2005 | S | 100   | D | \$ 41.81      | 18,038 | D |
| COMMON<br>SHARES | 12/16/2005 | S | 400   | D | \$ 41.8       | 17,638 | D |
| COMMON<br>SHARES | 12/16/2005 | S | 1,600 | D | \$ 41.72      | 16,038 | D |
| COMMON<br>SHARES | 12/16/2005 | S | 100   | D | \$ 41.71      | 15,938 | D |
| COMMON<br>SHARES | 12/16/2005 | S | 100   | D | \$ 41.7       | 15,838 | D |
| COMMON<br>SHARES | 12/16/2005 | S | 200   | D | \$ 41.68      | 15,638 | D |
| COMMON<br>SHARES | 12/16/2005 | S | 300   | D | \$ 41.67      | 15,338 | D |
| COMMON<br>SHARES | 12/16/2005 | S | 100   | D | \$ 41.637     | 15,238 | D |
| COMMON<br>SHARES | 12/16/2005 | S | 100   | D | \$ 41.66      | 15,138 | D |
| COMMON<br>SHARES | 12/16/2005 | S | 100   | D | \$ 41.65      | 15,038 | D |
| COMMON<br>SHARES | 12/16/2005 | S | 1,000 | D | \$ 41.44      | 14,038 | D |
| COMMON<br>SHARES | 12/16/2005 | S | 97    | D | \$ 41.47      | 13,941 | D |
| COMMON<br>SHARES | 12/16/2005 | S | 200   | D | \$ 41.4       | 13,741 | D |
| COMMON<br>SHARES | 12/16/2005 | S | 100   | D | \$ 41.11      | 13,641 | D |
|                  | 12/16/2005 | S | 200   | D | \$ 41.1       | 13,441 | D |

COMMON  
SHARES

|                  |            |   |     |   |          |        |   |
|------------------|------------|---|-----|---|----------|--------|---|
| COMMON<br>SHARES | 12/16/2005 | S | 300 | D | \$ 41.09 | 13,141 | 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<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number of<br>Derivative<br>Securities<br>Acquired (A)<br>or Disposed of<br>(D)<br>(Instr. 3, 4,<br>and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) |     | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) |                    |                  |                                     |
|-----------------------------------------------------|--------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|--------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|-----|---------------------------------------------------------------------|--------------------|------------------|-------------------------------------|
|                                                     |                                                                    |                                         |                                                             | Code                                 | V                                                                                                            | (A)                                                            | (D) | Date<br>Exercisable                                                 | Expiration<br>Date | Title            | Amount<br>or<br>Number<br>of Shares |
| Employee<br>Stock<br>Option<br>(right to<br>buy)    | \$ 28.5                                                            | 12/16/2005                              |                                                             | M                                    |                                                                                                              | 40,000                                                         |     | 11/06/2001                                                          | 11/06/2010         | COMMON<br>SHARES | 40,000                              |
| Employee<br>Stock<br>Option<br>(right to<br>buy)    | \$ 23.07                                                           | 12/16/2005                              |                                                             | M                                    |                                                                                                              | 20,000                                                         |     | 11/05/2002                                                          | 11/05/2011         | COMMON<br>SHARES | 20,000                              |

## Reporting Owners

| Reporting Owner Name / Address                            | Relationships                    |
|-----------------------------------------------------------|----------------------------------|
|                                                           | Director 10% Owner Officer Other |
| GROOS MICHAEL<br>28601 CLEMENS ROAD<br>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) The price of the Derivative Security has been reported in column 2.

### Remarks:

Filing 1 of 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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