

NORDSON CORP

Form 4

March 22, 2006

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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(Print or Type Responses)

1. Name and Address of Reporting Person *
CAMPBELL EDWARD P

(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)
03/21/2006

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

CHAIRMAN & CEO

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)
COMMON SHARES	03/21/2006		M	27,675 A	\$ 22.16 233,698 ⁽¹⁾	D	
COMMON SHARES	03/21/2006		F	6,195 D	\$ 48.1733 227,503 ⁽¹⁾	D	
COMMON SHARES	03/21/2006		S	200 D	\$ 48.71 227,303 ⁽¹⁾	D	
COMMON SHARES	03/21/2006		S	300 D	\$ 48.7 227,003 ⁽¹⁾	D	
COMMON SHARES	03/21/2006		S	1,000 D	\$ 48.656 226,003 ⁽¹⁾	D	

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COMMON SHARES	03/21/2006	S	100	D	\$ 48.49	225,903 ⁽¹⁾	D
COMMON SHARES	03/21/2006	S	200	D	\$ 48.47	225,703 ⁽¹⁾	D
COMMON SHARES	03/21/2006	S	700	D	\$ 48.46	225,003 ⁽¹⁾	D
COMMON SHARES	03/21/2006	S	600	D	\$ 48.45	224,403 ⁽¹⁾	D
COMMON SHARES	03/21/2006	S	300	D	\$ 48.42	224,103 ⁽¹⁾	D
COMMON SHARES	03/21/2006	S	300	D	\$ 48.41	223,803 ⁽¹⁾	D
COMMON SHARES	03/21/2006	S	200	D	\$ 48.4	223,603 ⁽¹⁾	D
COMMON SHARES	03/21/2006	S	100	D	\$ 48.25	223,503 ⁽¹⁾	D
COMMON SHARES	03/21/2006	S	536	D	\$ 48.24	222,967 ⁽¹⁾	D
COMMON SHARES	03/21/2006	S	100	D	\$ 48.23	222,867 ⁽¹⁾	D
COMMON SHARES	03/21/2006	S	1,364	D	\$ 48.22	221,503 ⁽¹⁾	D
COMMON SHARES	03/21/2006	S	500	D	\$ 48.04	221,003 ⁽¹⁾	D
COMMON SHARES	03/21/2006	S	200	D	\$ 48.03	220,803 ⁽¹⁾	D
COMMON SHARES	03/21/2006	S	2,538	D	\$ 48.01	218,265 ⁽¹⁾	D
COMMON SHARES	03/21/2006	S	1,762	D	\$ 48	216,503 ⁽¹⁾	D
COMMON SHARES	03/21/2006	S	144	D	\$ 47.79	216,359 ⁽¹⁾	D
COMMON SHARES	03/21/2006	S	856	D	\$ 47.78	215,503 ⁽¹⁾	D
COMMON SHARES	03/21/2006	S	100	D	\$ 47.77	215,403 ⁽¹⁾	D
COMMON SHARES	03/21/2006	S	531	D	\$ 47.76	214,872 ⁽¹⁾	D
COMMON SHARES	03/21/2006	S	100	D	\$ 47.75	214,772 ⁽¹⁾	D

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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)	Amount or Number of Shares
Stock Units	(2)					(3) (3)	COMMON SHARES	(3)
Employee Stock Option (right to buy)	\$ 22.16	03/21/2006		M	27,675	11/01/2000 11/01/2009	COMMON SHARES	27,6

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
CAMPBELL EDWARD P 28601 CLEMENS ROAD WESTLAKE, OH 44145	X		CHAIRMAN & CEO	

Signatures

Robert E. Veillette,
Attorney-In-Fact 03/22/2006

__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) Includes 28,964 shares owned through Company 401(k) Plan; and 2,668 shares owned through Company Excess Retirement Plan.

(2) Security converts into common stock on one-for-one basis.

(3) Stock Units accrued through Nordson's Officers' Deferred Compensation Plan.

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(4) 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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