KEITHLEY JOSEPH P

Form 4

December 08, 2005

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL OMB

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if no longer subject to Section 16. Form 4 or

Check this box

Form 5 obligations may continue. See Instruction

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

1(b).

COMMON

SHARES

(Print or Type Responses)

1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading KEITHLEY JOSEPH P Issuer Symbol NORDSON CORP [NDSN] (Check all applicable) (First) (Middle) (Last) 3. Date of Earliest Transaction (Month/Day/Year) X_ Director 10% Owner Officer (give title Other (specify 28601 CLEMENS ROAD 12/07/2005 below) (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting WESTLAKE, OH 44145 Person (City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1.Title of 2. Transaction Date 2A. Deemed 4. Securities 5. Amount of 6. Ownership 7. Nature of Security (Month/Day/Year) Execution Date, if TransactionAcquired (A) or Securities Form: Direct Indirect (Instr. 3) Code Disposed of (D) Beneficially (D) or Beneficial (Month/Day/Year) (Instr. 8) (Instr. 3, 4 and 5) Owned Indirect (I) Ownership Following (Instr. 4) (Instr. 4)

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

Reported

2,000

Transaction(s)

(Instr. 3 and 4)

D

(A)

or

(D) Price

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

Code V Amount

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2.	3. Transaction Date	3A. Deemed	4.	5.		6. Date Exer	cisable and	7. Title and Am	ount of	8. Price
Conversion	(Month/Day/Year)	Execution Date, if	Transac	ctionNu	mber	Expiration D	Date	Underlying Sec	urities	Derivati
or Exercise		any	Code	of		(Month/Day	/Year)	(Instr. 3 and 4)		Security
Price of		(Month/Day/Year)	(Instr. 8	1						(Instr. 5
Security					•					
				(A)	or					
				Dis	posed					
				of ((D)					
				(In	str. 3,					
				4, a	nd 5)					
			Code	V (A	(D)	Date	Expiration	Title	Amount	
						Exercisable	Date		or	
									Number	
									of	
									Shares	
									2222	
<u>(1)</u>	12/07/2005		J	92		(2)	(2)	COMMON SHARES	92	<u>(2)</u>
	Conversion or Exercise Price of Derivative Security	Conversion or Exercise Price of Derivative Security (Month/Day/Year)	Conversion or Exercise Price of Perivative Security Execution Date, if any (Month/Day/Year) Execution Date, if any (Month/Day/Year)	Conversion or Exercise Price of Price of Derivative Security Execution Date, if any Code (Month/Day/Year) (Instr. 8) Code Code (Code (Month/Day/Year)) Code Code (Code (Code (Month/Day/Year))	Conversion or Exercise any Code of Price of Privative Security (Month/Day/Year) Execution Date, if any Code of (Instr. 8) Der Security (Month/Day/Year) (Instr. 8) Der Security (A) District of (Instr. 8) Der	Conversion or Exercise Price of Privative Security Code of (Month/Day/Year) Execution Date, if any Code of (Instr. 8) Derivative Security Execution Date, if any Code of (Instr. 8) Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) Code V (A) (D)	Conversion or Exercise any Code of (Month/Day/Year) Execution Date, if any Code of (Month/Day/Pear) (Instr. 8) Derivative Security Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) Code V (A) (D) Date Exercisable	Conversion or Exercise Price of Price of Perivative Security Execution Date, if any Code of (Month/Day/Year) (Instr. 8) Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) Code V (A) (D) Date Expiration Date (Month/Day/Year) Expiration Date (Month/Day/Year) Code V (A) (D) Date Expiration Exercisable Date	Conversion or Exercise Price of Derivative Security Execution Date, if any Code of (Month/Day/Year) (Instr. 8) Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) Code V (A) (D) Date Expiration Title Exercisable Date Common	Conversion or Exercise Price of Derivative Security Security Code of (Month/Day/Year) (Month/Day/Year) (Instr. 8) Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) Code V (A) (D) Date Expiration Date (Instr. and 4) Transactio-Number (Month/Day/Year) (Instr. 3 and 4) Underlying Securities (Instr. 3 and 4) Underlying Securities (Instr. 3 and 4) Code V (A) or Disposed of (D) (Instr. 3, 4, and 5) Code V (A) (D) Date Expiration Date or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships						
1 8	Director	10% Owner	Officer	Other			
KEITHLEY JOSEPH P 28601 CLEMENS ROAD WESTLAKE, OH 44145	X						

Signatures

Robert E. Veillette, 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) Security converts into common stock on one-for-one basis.
- (2) Stock Units accrued through Nordson's Directors' Deferred Compensation Plan. Receipt of stock is not permissible until participant

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.

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