

NORDSON CORP
Form 4
January 08, 2007

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 *
FIELDS BRUCE H

(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)
01/05/2007

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)

VICE PRESIDENT

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 | (A) or (D) | Price |
| COMMON SHARES | 01/05/2007 | | M | | 7,500 | A | \$ 27.78 |
| COMMON SHARES | 01/05/2007 | | M | | 6,000 | A | \$ 27.71 |
| COMMON SHARES | 01/05/2007 | | S | | 200 | D | \$ 49.84 |
| COMMON SHARES | 01/05/2007 | | S | | 500 | D | \$ 49.83 |
| COMMON SHARES | 01/05/2007 | | S | | 100 | D | \$ 49.82 |

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| | | | | | | | |
|---------------|------------|---|--------|---|----------|-----------------------|---|
| COMMON SHARES | 01/05/2007 | S | 10 | D | \$ 49.81 | 19,473 ⁽¹⁾ | D |
| COMMON SHARES | 01/05/2007 | S | 990 | D | \$ 49.8 | 18,483 ⁽¹⁾ | D |
| COMMON SHARES | 01/05/2007 | S | 596 | D | \$ 49.76 | 17,887 ⁽¹⁾ | D |
| COMMON SHARES | 01/05/2007 | S | 11,104 | D | \$ 49.75 | 6,783 ⁽¹⁾ | 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) | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|---------------|----------------------------|
| | | | | | | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| | | | | | | Code | V (A) (D) | | |
| Employee Stock Option (right to buy) | \$ 27.78 | 01/05/2007 | | M | 7,500 | 12/09/2003 | 12/09/2012 | COMMON SHARES | 7,500 |
| Employee Stock Option (right to buy) | \$ 27.71 | 01/05/2007 | | M | 6,000 | 11/03/2004 | 11/03/2013 | COMMON SHARES | 6,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--------------------------------|---------------|-----------|---------|----------------|
| | Director | 10% Owner | Officer | Other |
| | | | | VICE PRESIDENT |

FIELDS BRUCE H
28601 CLEMENS ROAD
WESTLAKE, OH 44145

Signatures

Robert E. Veillette,
Attorney-In-Fact

01/08/2007

__*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 2,096 shares owned through Company ESOP Plan; 314 shares owned through Company Excess Retirement Plan; and 23 shares owned through Company Dividend Reinvestment Plan.
- (2) 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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