

NORDSON CORP

Form 4

June 03, 2008

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
Number: 3235-0287
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2005
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(Print or Type Responses)

1. Name and Address of Reporting Person *
ROBINSON WILLIAM L

(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)
06/02/2008

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)

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 Ownership (Instr. 4)
			Code	V	Amount (A) or (D)	Price	
Common Shares	06/02/2008		M		3,958 A	\$ 28.5	8,738 D
Common Shares	06/02/2008		M		3,808 A	\$ 29.61	12,546 D
Common Shares	06/02/2008		M		2,552 A	\$ 24.22	15,098 D
Common Shares	06/02/2008		M		2,500 A	\$ 27.71	17,598 D
Common Shares	06/02/2008		S		1,483 D	\$ 70.7	16,115 D
	06/02/2008		S		100 D		16,015 D

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Common Shares					\$ 70.71		
Common Shares	06/02/2008	S	100	D	\$ 70.81	15,915	D
Common Shares	06/02/2008	S	1,000	D	\$ 70.82	14,915	D
Common Shares	06/02/2008	S	100	D	\$ 70.85	14,815	D
Common Shares	06/02/2008	S	400	D	\$ 70.86	14,415	D
Common Shares	06/02/2008	S	100	D	\$ 70.87	14,315	D
Common Shares	06/02/2008	S	100	D	\$ 70.93	14,215	D
Common Shares	06/02/2008	S	500	D	\$ 70.96	13,715	D
Common Shares	06/02/2008	S	100	D	\$ 70.97	13,615	D
Common Shares	06/02/2008	S	100	D	\$ 70.98	13,515	D
Common Shares	06/02/2008	S	200	D	\$ 71.01	13,315	D
Common Shares	06/02/2008	S	403	D	\$ 71.05	12,912	D
Common Shares	06/02/2008	S	100	D	\$ 71.08	12,812	D
Common Shares	06/02/2008	S	200	D	\$ 71.09	12,612	D
Common Shares	06/02/2008	S	100	D	\$ 71.1	12,512	D
Common Shares	06/02/2008	S	800	D	\$ 71.13	11,712	D
Common Shares	06/02/2008	S	100	D	\$ 71.14	11,612	D
Common Shares	06/02/2008	S	700	D	\$ 71.15	10,912	D
Common Shares	06/02/2008	S	200	D	\$ 71.16	10,712	D
Common Shares	06/02/2008	S	600	D	\$ 71.18	9,212	D
	06/02/2008	S	900	D		9,212	D

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Common Shares					\$ 71.19			
Common Shares	06/02/2008	S	1,000	D	\$ 71.2	8,212	D	
Common Shares	06/02/2008	S	800	D	\$ 71.21	7,412	D	
Common Shares	06/02/2008	S	700	D	\$ 71.22	6,712	D	
Common Shares	06/02/2008	S	300	D	\$ 71.23	6,412	D	

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

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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 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)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units	(1)					(3)	(3)	Common Shares	(3)
Stock Equivalent	(1)					(2)	(2)	Common Shares	(2)
Director's Stock Option (right to buy)	\$ 28.5	06/02/2008		M	3,958	09/08/2001	03/08/2011	Common Shares	3,958
Director's Stock Option (right to	\$ 29.61	06/02/2008		M	3,808	09/07/2012	03/07/2012	Common Shares	3,808

buy)

Director's

Stock

Option	\$ 24.22	06/02/2008	M	2,552	09/06/2003	03/06/2013	Common Share	2,552
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(right to
buy)

Director's

Stock

Option	\$ 27.71	06/02/2008	M	2,500	05/03/2004	11/03/2013	Common Shares	2,500
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(right to
buy)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ROBINSON WILLIAM L 28601 CLEMENS ROAD WESTLAKE, OH 44145	X			

Signatures

By: Robert E. Veillette, Attorney-In-Fact	06/03/2008
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__Signature of Reporting Person

Date

FILING 1 OF 2

06/03/2008

__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 Equivalent Units accrued through Nordson's Directors' Deferred Compensation Plan. Receipt of stock is not permissible until participant ceases to be a Director.
- (3) Restricted Stock Units accrued through deferral of grant of restricted stock under Directors' Deferred Compensation Plan. Receipt of stock is not permissible until participant ceases to be a Director.

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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