#### LAMBERT PETER

Form 4

December 20, 2005

### FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

**OMB APPROVAL** OMB

Number:

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0.5

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response...

if no longer subject to Section 16. Form 4 or Form 5 obligations

Check this box

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,

may continue. See Instruction

1(b).

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 \* LAMBERT PETER

2. Issuer Name and Ticker or Trading

5. Relationship of Reporting Person(s) to Issuer

Symbol

NORDSON CORP [NDNS]

(Check all applicable)

(Last)

(First)

(Middle)

3. Date of Earliest Transaction

Director

10% Owner

28601 CLEMENS ROAD

(Month/Day/Year)

X\_ Officer (give title \_ Other (specify below)

12/16/2005

Vice President

6. Individual or Joint/Group Filing(Check

(Street)

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

Applicable Line)

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

Person

WESTLAKE, OH 44145

(City)	(State) (Z	ip) Table	I - Non-De	rivative S	ecurit	ies Acqui	red, Disposed of,	or Beneficial	ly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	ate, if Transaction(A) or Disposed of Code (Instr. 3, 4 and 5)		d of (D)	5. Amount of Securities Ownership Beneficially Form: Owned Direct (D) Following or Indirect Reported (I) Transaction(s) (Instr. 4)		7. Nature of Indirect Beneficial Ownership (Instr. 4)	
			Code V	Amount		Price	(Instr. 3 and 4)		
COMMON SHARES	12/16/2005		M	1,200	A	\$ 24.82	3,401 <u>(1)</u>	D	
COMMON SHARES	12/16/2005		M	2,400	A	\$ 22.41	5,801 <u>(1)</u>	D	
COMMON SHARES	12/16/2005		M	1,600	A	\$ 22.16	7,401 <u>(1)</u>	D	
COMMON SHARES	12/16/2005		M	1,600	A	\$ 28.5	9,001 (1)	D	
COMMON SHARES	12/16/2005		S	2,469	D	\$ 40.38	6,532 (1)	D	

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12/16/2005	S	76	D	\$ 40.37	6,456 <u>(1)</u>	D
12/16/2005	S	100	D	\$ 40.35	6,356 <u>(1)</u>	D
12/16/2005	S	2,500	D	\$ 40.33	3,856 <u>(1)</u>	D
12/16/2005	P	100	D	\$ 40.28	3,756 <u>(1)</u>	D
12/16/2005	S	300	D	\$ 40.25	3,356 <u>(1)</u>	D
12/16/2005	S	198	D	\$ 40.18	3,158 (1)	D
12/16/2005	S	200	D	\$ 40.15	2,958 (1)	D
12/16/2005	S	300	D	\$ 40.1	2,658 (1)	D
12/16/2005	S	99	D	\$ 40.09	2,559 (1)	D
12/16/2005	S	200	D	\$ 40.07	2,359 (1)	D
12/16/2005	S	158	D	\$ 40.05	2,201 (1)	D
	12/16/2005 12/16/2005 12/16/2005 12/16/2005 12/16/2005 12/16/2005 12/16/2005 12/16/2005	12/16/2005       S         12/16/2005       S         12/16/2005       P         12/16/2005       S         12/16/2005       S         12/16/2005       S         12/16/2005       S         12/16/2005       S         12/16/2005       S         12/16/2005       S	12/16/2005       S       100         12/16/2005       S       2,500         12/16/2005       P       100         12/16/2005       S       300         12/16/2005       S       198         12/16/2005       S       200         12/16/2005       S       300         12/16/2005       S       99         12/16/2005       S       200	12/16/2005       S       100       D         12/16/2005       S       2,500       D         12/16/2005       P       100       D         12/16/2005       S       300       D         12/16/2005       S       198       D         12/16/2005       S       200       D         12/16/2005       S       300       D         12/16/2005       S       99       D         12/16/2005       S       200       D	12/16/2005 S 100 D \$\frac{40.35}{40.35}\$  12/16/2005 S 2,500 D \$\frac{40.33}{40.33}\$  12/16/2005 P 100 D \$\frac{8}{40.28}\$  12/16/2005 S 300 D \$\frac{40.25}{40.25}\$  12/16/2005 S 198 D \$\frac{8}{40.18}\$  12/16/2005 S 300 D \$\frac{8}{40.15}\$  12/16/2005 S 300 D \$\frac{40.15}{40.09}\$  12/16/2005 S 200 D \$\frac{8}{40.09}\$  12/16/2005 S 200 D \$\frac{8}{40.09}\$	12/16/2005 S 100 D \$\binom{40.35}{40.35} 6,356 (1)\$  12/16/2005 S 2,500 D \$\binom{3}{40.33} 3,856 (1)\$  12/16/2005 P 100 D \$\binom{40.28}{40.28} 3,756 (1)\$  12/16/2005 S 300 D \$\binom{3}{40.25} 3,356 (1)\$  12/16/2005 S 198 D \$\binom{40.18}{40.18} 3,158 (1)\$  12/16/2005 S 200 D \$\binom{40.15}{40.15} 2,958 (1)\$  12/16/2005 S 99 D \$\binom{40.09}{40.09} 2,559 (1)\$  12/16/2005 S 200 D \$\binom{3}{40.09} 2,559 (1)\$  12/16/2005 S 200 D \$\binom{3}{40.09} 2,359 (1)\$  12/16/2005 S 200 D \$\binom{3}{40.09} 2,359 (1)\$

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

3. Transaction Date 3A. Deemed

1. Title of

Derivative

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.

6. Date Exercisable and

5. Number

SEC 1474 (9-02)

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

4.

Conversion (Month/Day/Year) Execution Date, if Transaction Derivative Expiration Date

Security (Instr. 3)	or Exercise Price of Derivative	(Monta Bay) Teal)	any (Month/Day/Year)	Code (Instr. 8)	Securities Acquired (A) or	(Month/Day/Year)		(Instr. 3 and 4)	
	Security				Disposed of (D) (Instr. 3, 4, and 5)				
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
	\$ 24.82	12/16/2005		M	1,200	11/03/1998	11/03/2007		1,200

7. Title and Amount of

**Underlying Securities** 

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Employee Stock Option (right to buy)							COMMON SHARES	
Employee Stock Option (right to buy)	\$ 22.41	12/16/2005	M	2,400	11/02/1999	11/02/2008	COMMON SHARES	2,400
Employee Stock Option (right to buy)	\$ 22.16	12/16/2005	M	1,600	11/01/2000	11/01/2009	COMMON SHARES	1,600
Employee Stock Option (right to buy)	\$ 28.5	12/16/2005	M	1,600	11/06/2001	11/06/2010	COMMON SHARES	1,600

# **Reporting Owners**

Reporting Owner Name / Address	Relationships							
<b></b>	Director	10% Owner	Officer	Other				
LAMBERT PETER								
28601 CLEMENS ROAD			Vice President					
WESTLAKE, OH 44145								

## **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) Includes 671 shares owned through Company 401(k) Plan; and 1,530 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. 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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