

NORDSON CORP
Form 4
June 23, 2008

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 *
MADAR WILLIAM P

2. Issuer Name and Ticker or Trading Symbol
NORDSON CORP [NDSN]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
28601 CLEMENS ROAD
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
06/23/2008

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

WESTLAKE, OH 44145
(City) (State) (Zip)

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

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 | (D) | Price |
| COMMON SHARES | 06/23/2008 | | M | | 2,552 | A | \$ 24.22 |
| COMMON SHARES | 06/23/2008 | | M | | 2,500 | A | \$ 27.71 |
| COMMON SHARES | 06/23/2008 | | M | | 2,500 | A | \$ 37.11 |
| COMMON SHARES | 06/23/2008 | | M | | 2,500 | A | \$ 38.99 |
| COMMON SHARES | 06/23/2008 | | S | | 234 | D | \$ 76.28 |
| | 06/23/2008 | | S | | 3 | D | \$ 75,397 ⁽¹⁾ |

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| | | | | | | | | |
|---------------|------------|---|-------|---|----------|-------------------|---|--|
| COMMON SHARES | | | | | | \$ 76.29 | | |
| COMMON SHARES | 06/23/2008 | S | 497 | D | \$ 76.31 | 74,900 <u>(1)</u> | D | |
| COMMON SHARES | 06/23/2008 | S | 2 | D | \$ 76.32 | 74,898 <u>(1)</u> | D | |
| COMMON SHARES | 06/23/2008 | S | 300 | D | \$ 76.33 | 74,598 <u>(1)</u> | D | |
| COMMON SHARES | 06/23/2008 | S | 1,564 | D | \$ 76.34 | 73,034 <u>(1)</u> | D | |
| COMMON SHARES | 06/23/2008 | S | 594 | D | \$ 76.35 | 72,440 <u>(1)</u> | D | |
| COMMON SHARES | 06/23/2008 | S | 100 | D | \$ 76.36 | 72,340 <u>(1)</u> | D | |
| COMMON SHARES | 06/23/2008 | S | 1,100 | D | \$ 76.37 | 71,240 <u>(1)</u> | D | |
| COMMON SHARES | 06/23/2008 | S | 2 | D | \$ 76.38 | 71,238 <u>(1)</u> | D | |
| COMMON SHARES | 06/23/2008 | S | 300 | D | \$ 76.43 | 70,938 <u>(1)</u> | D | |
| COMMON SHARES | 06/23/2008 | S | 100 | D | \$ 76.44 | 70,838 <u>(1)</u> | D | |
| COMMON SHARES | 06/23/2008 | S | 400 | D | \$ 76.45 | 70,438 <u>(1)</u> | D | |
| COMMON SHARES | 06/23/2008 | S | 200 | D | \$ 76.49 | 70,238 <u>(1)</u> | D | |
| COMMON SHARES | 06/23/2008 | S | 400 | D | \$ 76.5 | 69,838 <u>(1)</u> | D | |
| COMMON SHARES | 06/23/2008 | S | 200 | D | \$ 76.51 | 69,638 <u>(1)</u> | D | |
| COMMON SHARES | 06/23/2008 | S | 400 | D | \$ 76.53 | 69,238 <u>(1)</u> | D | |
| COMMON SHARES | 06/23/2008 | S | 1,400 | D | \$ 76.56 | 67,838 <u>(1)</u> | D | |
| COMMON SHARES | 06/23/2008 | S | 100 | D | \$ 76.58 | 67,738 <u>(1)</u> | D | |
| COMMON SHARES | 06/23/2008 | S | 200 | D | \$ 76.59 | 67,538 <u>(1)</u> | D | |
| COMMON SHARES | 06/23/2008 | S | 100 | D | \$ 76.6 | 67,438 <u>(1)</u> | D | |
| | 06/23/2008 | S | 100 | D | | 67,338 <u>(1)</u> | D | |

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| | | | | | | | | |
|---------------|------------|---|-----|---|--|----------|-----------------------|---|
| COMMON SHARES | | | | | | \$ 76.62 | | |
| COMMON SHARES | 06/23/2008 | S | 100 | D | | \$ 76.64 | 67,238 ⁽¹⁾ | D |
| COMMON SHARES | 06/23/2008 | S | 200 | D | | \$ 76.65 | 67,038 ⁽¹⁾ | D |
| COMMON SHARES | 06/23/2008 | S | 100 | D | | \$ 76.66 | 66,938 ⁽¹⁾ | D |
| COMMON SHARES | 06/23/2008 | S | 218 | D | | \$ 76.67 | 66,720 ⁽¹⁾ | D |

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

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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 |
| Restricted Stock Units | ⁽²⁾ | | | | | ⁽³⁾ | ⁽³⁾ | COMMON SHARES | ⁽³⁾ |
| Stock Equivalent Units | ⁽²⁾ | | | | | ⁽⁴⁾ | ⁽⁴⁾ | COMMON SHARES | ⁽⁴⁾ |
| Director's Stock Option (right to buy) | \$ 24.22 | 06/23/2008 | | M | 2,552 | 09/06/2003 | 03/06/2013 | Common Shares | 2,552 |
| Director's Stock Option | \$ 27.71 | 06/23/2008 | | M | 2,500 | 05/03/2004 | 11/03/2013 | Common Shares | 2,500 |

(right to
buy)

Director's

Stock

Option

\$ 37.11

06/23/2008

M

2,500

05/08/2005

11/08/2014

Common
Shares

2,500

(right to
buy)

Director's

Stock

Option

\$ 38.99

06/23/2008

M

2,500

05/14/2006

11/14/2015

Common
Shares

2,500

(right to
buy)

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| MADAR WILLIAM P 28601 CLEMENS ROAD WESTLAKE, OH 44145 | | X | | |

Signatures

By: Robert E. Veillette,
Attorney-In-Fact

06/23/2008

__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) Includes 3,247 shares owned through Company ESOP Plan.
- (2) Security converts into common stock on one-for-one basis.
- (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.
- (4) Stock Equivalent Units accrued through Nordson's Directors' Deferred Compensation Plan. Receipt of stock is not permissible until participant ceases to be a Director.

Remarks:

FILING 1 OF 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.