ROSEN BENEDICT P

Form 4

December 08, 2005

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

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OMB APPROVAL

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if no longer subject to Section 16. Form 4 or

Check this box

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * ROSEN BENEDICT P

2. Issuer Name and Ticker or Trading Symbol

Issuer

(Last)

(City)

COMMON

SHARES

(First)

(Middle)

3. Date of Earliest Transaction

NORDSON CORP [NDSN]

(Month/Day/Year) 12/07/2005

X_ Director 10% Owner Officer (give title Other (specify

(Check all applicable)

5. Relationship of Reporting Person(s) to

below)

(Street) 4. If Amendment, Date Original

Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

Person

WESTLAKE, OH 44145

28601 CLEMENS ROAD

(State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1.Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year) (Instr. 3)

Execution Date, if

4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 8) (Instr. 3, 4 and 5) 5. Amount of Securities Beneficially Owned Following

6. Ownership 7. Nature of Form: Direct Indirect (D) or Beneficial Indirect (I) Ownership (Instr. 4) (Instr. 4)

(A) or

Reported Transaction(s) (Instr. 3 and 4)

Code V Amount (D) Price

(Month/Day/Year)

3,912 D

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.

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

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1. Title of	2.	3. Transaction Date	3A. Deemed	4.		5.		6. Date Exer	cisable and	7. Title and An	nount of	8. Price
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transa	ctio	nNum	ber	Expiration D	Pate	Underlying Sec	curities	Derivati
Security	or Exercise		any	Code		of		(Month/Day	/Year)	(Instr. 3 and 4)		Security
(Instr. 3)	Price of		(Month/Day/Year)	(Instr.	8)	Deri	vative	e				(Instr. 5
	Derivative					Secu	rities					
	Security					Acqu	iired					
	·					(A) c	r					
						Disp	osed					
						of (D)					
						(Inst	r. 3,					
						4, an	- 1					
				Code	V	(A)	(D)	Date	Expiration	Titla	Amount	
				Code	v	(A)	(D)	Exercisable	Date	THE		
								Exercisable	Date		Or Number	
											Number of	
											Shares	
Stock	<u>(1)</u>	12/07/2005		J		66		(2)	(2)	COMMON	66	(2)
Units	<u>\17</u>	12/0//2003		J		00		<u> </u>		SHARES	00	(2)

Reporting Owners

Reporting Owner Name / Address	Relationships							
1 8	Director	10% Owner	Officer	Other				
ROSEN BENEDICT 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 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. 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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