

GACKA MARK G
Form 4
September 09, 2005

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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 *
GACKA MARK G

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)

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

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

28601 CLEMENS ROAD

09/07/2005

VICE PRESIDENT

(Street)

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

WESTLAKE, OH 44145

(City) (State) (Zip)

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 | 09/07/2005 | | M | | 30,000 | A | \$ 22.41 |
| COMMON SHARES | 09/07/2005 | | M | | 36,750 | A | \$ 22.16 |
| COMMON SHARES | 09/07/2005 | | S | | 800 | D | \$ 36.71 |
| COMMON SHARES | 09/07/2005 | | S | | 10,000 | D | \$ 36.16 |
| COMMON SHARES | 09/07/2005 | | S | | 55,950 | D | \$ 36 |

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| | | | | | | | |
|---------------|------------|---|--------|---|----------|------------------------|---|
| COMMON SHARES | 09/08/2005 | M | 7,250 | A | \$ 22.16 | 45,275 ⁽¹⁾ | D |
| COMMON SHARES | 09/08/2005 | M | 36,000 | A | \$ 28.5 | 81,275 ⁽¹⁾ | D |
| COMMON SHARES | 09/08/2005 | M | 27,000 | A | \$ 23.07 | 108,275 ⁽¹⁾ | D |
| COMMON SHARES | 09/08/2005 | M | 6,500 | A | \$ 27.78 | 114,775 ⁽¹⁾ | D |
| COMMON SHARES | 09/08/2005 | M | 3,250 | A | \$ 27.71 | 118,025 ⁽¹⁾ | D |
| COMMON SHARES | 09/08/2005 | S | 500 | D | \$ 35.75 | 117,525 ⁽¹⁾ | D |
| COMMON SHARES | 09/08/2005 | S | 500 | D | \$ 35.7 | 117,025 ⁽¹⁾ | D |
| COMMON SHARES | 09/08/2005 | S | 1,000 | D | \$ 35.6 | 116,025 ⁽¹⁾ | D |
| COMMON SHARES | 09/08/2005 | S | 1,000 | D | \$ 35.5 | 115,025 ⁽¹⁾ | D |
| COMMON SHARES | 09/08/2005 | S | 10,000 | D | \$ 35.55 | 105,025 ⁽¹⁾ | D |
| COMMON SHARES | 09/08/2005 | S | 2,000 | D | \$ 35.58 | 103,025 ⁽¹⁾ | D |
| COMMON SHARES | 09/08/2005 | S | 25,000 | D | \$ 35.5 | 78,025 ⁽¹⁾ | D |
| COMMON SHARES | 09/08/2005 | S | 1,000 | D | \$ 35.48 | 77,025 ⁽¹⁾ | D |
| COMMON SHARES | 09/08/2005 | S | 1,000 | D | \$ 35.45 | 76,025 ⁽¹⁾ | D |
| COMMON SHARES | 09/08/2005 | S | 1,000 | D | \$ 35.4 | 75,025 ⁽¹⁾ | D |
| COMMON SHARES | 09/08/2005 | S | 37,000 | D | \$ 35.18 | 38,025 ⁽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.

SEC 1474
(9-02)

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 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 |
| Employee Stock Option (right to buy) | \$ 22.41 | 09/07/2005 | | M | | 30,000 | | 11/02/1999 | 11/02/2008 | COMMON SHARES | 30,000 |
| Employee Stock Option (right to buy) | \$ 22.16 | 09/07/2005 | | M | | 36,750 | | 11/01/2000 | 11/01/2009 | COMMON SHARES | 36,750 |
| Employee Stock Option (right to buy) | \$ 22.16 | 09/08/2005 | | M | | 7,250 | | 11/01/2000 | 11/01/2009 | COMMON SHARES | 7,250 |
| Employee Stock Option (right to buy) | \$ 28.5 | 09/08/2005 | | M | | 36,000 | | 11/06/2001 | 11/06/2010 | COMMON SHARES | 36,000 |
| Employee Stock Option (right to buy) | \$ 23.07 | 09/08/2005 | | M | | 27,000 | | 11/05/2002 | 11/05/2011 | COMMON SHARES | 27,000 |
| Employee Stock Option (right to buy) | \$ 27.78 | 09/08/2005 | | M | | 6,500 | | 12/09/2003 | 12/09/2012 | COMMON SHARES | 6,500 |
| Employee Stock Option (right to buy) | \$ 27.71 | 09/08/2005 | | M | | 3,250 | | 11/03/2004 | 11/03/2013 | COMMON SHARES | 3,250 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|----------------|-------|
| | Director | 10% Owner | Officer | Other |
| GACKA MARK G 28601 CLEMENS ROAD WESTLAKE, OH 44145 | | | VICE PRESIDENT | |

Signatures

Robert E. Veillette,
Attorney-In-Fact

09/09/2005

**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 14,399 shares owned through Co. 401(k) Plan; and 242 shares owned through Co. Excess Retirement 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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