NORDSON CORP Form 4 May 29, 2008

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

3235-0287

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OMB APPROVAL

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

may continue.

See Instruction

Check this box

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(b).

(Last)

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

(Street)

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

Issuer

NORDSON CORP [NDSN]

(First) (Middle) 3. Date of Earliest Transaction

> (Month/Day/Year) 05/28/2008

_X__ Director 10% Owner Other (specify

(Check all applicable)

Officer (give title below)

28601 CLEMENS ROAD

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

6. Individual or Joint/Group Filing(Check

Person

WESTLAKE, OH 44145

(City)	(State) (Z	ip) Table	I - Non-De	rivative Se	curiti	es Acquii	ed, Disposed of,	or Beneficiall	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactic Code (Instr. 8)	4. Securities Acquired ior(A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported	6. Ownership Form: Direct (D) or Indirect (I)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code V	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)	(Instr. 4)	
COMMON SHARES	05/28/2008		S	100	D	\$ 70.52	21,231	D	
COMMON SHARES	05/28/2008		S	500	D	\$ 70.48	20,731	D	
COMMON SHARES	05/28/2008		S	100	D	\$ 70.44	20,631	D	
COMMON SHARES	05/28/2008		S	400	D	\$ 70.38	20,231	D	
COMMON SHARES	05/28/2008		S	100	D	\$ 70.3	20,131	D	
	05/28/2008		S	100	D		20,031	D	

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COMMON SHARES					\$ 70.29		
COMMON SHARES	05/28/2008	S	100	D	\$ 70.28	19,931	D
COMMON SHARES	05/28/2008	S	1,500	D	\$ 70.27	18,431	D
COMMON SHARES	05/28/2008	S	200	D	\$ 70.18	18,231	D
COMMON SHARES	05/28/2008	S	100	D	\$ 70.15	18,131	D
COMMON SHARES	05/28/2008	S	13,709	D	\$ 70.05	4,422	D

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

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(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. Transactio Code (Instr. 8)	5. Dr.Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)			7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8. Pri Deriv Secur (Instr
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Restricted Stock Units	(1)					(2)	(2)	COMMON SHARES	(2)	
Stock Equivalent Units	(1)					(3)	(3)	COMMON SHARES	<u>(3)</u>	

Reporting Owners

Relationships Reporting Owner Name / Address

Reporting Owners 2

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Director 10% Owner Officer Other

ROSEN BENEDICT P 28601 CLEMENS ROAD WESTLAKE, OH 44145

X

Signatures

Robert E. Veillette, Attorney-In-Fact

05/28/2008

**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) 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.
- (3) 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 2 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.

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