

NORDSON CORP
Form 4
November 10, 2004

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 *
GINN WILLIAM D

(Last) (First) (Middle)
28601 CLEMENS ROAD
(Street)
WESTLAKE, OH 44145

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
11/08/2004

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
COMMON SHARES	11/08/2004		A		500	A	\$ 0
COMMON SHARES					4,764	I	
							BY SPOUSE

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

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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)	8. Pr Deri Secur (Inst
Director Stock Option (right to buy)	\$ 37.11	11/08/2004		A	1	(1) 11/08/2014	COMMON SHARES	2,500

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GINN WILLIAM D 28601 CLEMENS ROAD WESTLAKE, OH 44145	X			

Signatures

Robert E. Veillette,
Attorney-In-Fact

11/10/2004

**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) Grant to reporting person of option to purchase 2,500 common shares under Nordson's Long-Term Performance plan, exercisable at 100% beginning 5/8/05.
- (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. 5(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)The reported holding reflects shares allocated to and indirectly held by the reporting person under the Savings and Investment Plan for Employees of Metropolitan Life and Participating Affiliates Trust.(2)The options became exercisable in three equal installments on February 19, 2003, 2004 and 2005. The number of shares represents the outstanding, unexercised portion of the option.(3)The options became exercisable in three equal installments on February 18, 2004, 2005 and 2006.(4)The options became exercisable in three equal installments on February 17, 2005, 2006 and 2007.(5)The options became exercisable in three equal installments on April 15, 2006, 2007 and 2008.(6)The options became exercisable in three equal installments on February 28, 2007, 2008 and 2009.(7)The options became exercisable in three equal installments on February 27, 2008, 2009 and 2010.(8)The options became exercisable in three equal installments on February 26, 2009, 2010 and 2011.(9)Two-Thirds (2/3) of this option is currently vested and exercisable. The remaining one-third (1/3) will

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become exercisable on February 24, 2012.(10)One-third (1/3) of this option is currently vested and exercisable. The remaining two-thirds (2/3) will become exercisable on February 23, 2012 and 2013.(11)The option becomes exercisable in three equal installments on February 23, 2012, 2013, and 2014(12)The award of Restricted Stock Units has a three year cliff vesting schedule and will vest on February 24, 2012 and will be payable 100% in shares.

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