NORDSON CORP Form 4 December 13, 2004

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL

OMB Number: 3235-0287

Expires: January 31, 2005

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5. Relationship of Reporting Person(s) to

Form filed by More than One Reporting

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

Check this box

Form 4 or
Form 5

obligations
may continue.

See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *

BROWN GLENN R Issuer Symbol NORDSON CORP [NDSN] (Check all applicable) (First) (Middle) (Last) 3. Date of Earliest Transaction (Month/Day/Year) X_ Director 10% Owner Officer (give title Other (specify 28601 CLEMENS ROAD 12/09/2004 below)

2. Issuer Name and Ticker or Trading

(Street)
4. If Amendment, Date Original
6. Individual or Joint/Group Filing(Check
Filed(Month/Day/Year)
Applicable Line)
_X_Form filed by One Reporting Person

WESTLAKE, OH 44145

(State)

(Zip)

(City)

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

Person

1.Title of 2. Transaction Date 2A. Deemed 4. Securities 5. Amount of 6. Ownership 7. Nature of Security (Month/Day/Year) Execution Date, if TransactionAcquired (A) or Securities Form: Direct Indirect (Instr. 3) Code Disposed of (D) Beneficially (D) or Beneficial (Month/Day/Year) (Instr. 8) (Instr. 3, 4 and 5) Owned Indirect (I) Ownership Following (Instr. 4) (Instr. 4) Reported (A) Transaction(s) or (Instr. 3 and 4) Code V Amount (D) Price

COMMON 6,400 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.

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		7. Title and An		8. Price Derivati
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transa	ectic	nNum	ber	Expiration Date Underly		Underlying Sec	rlying Securities	
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	е				(Instr. 5
	Derivative					Secu	rities					
	Security					Acqu	iired					
						(A) (or					
						Disp	osed					
						of (E))					
						(Inst	r. 3,					
						4, an	d 5)					
				Code	V	(A)	(D)	Date	Expiration	Title	Amount	
						()	(-)	Exercisable	Date		or	
								2.1010154610	2		Number	
											of	
											Shares	
											Silaics	
Stock Units	<u>(1)</u>	12/09/2004		J		27		(2)	(2)	COMMON SHARES	27	<u>(2)</u>
Cints										OIII IILD		

Reporting Owners

Reporting Owner Name / Address	Relationships							
1 8	Director	10% Owner	Officer	Other				
BROWN GLENN R 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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