

THAXTON GREGORY A
Form 4
December 26, 2006

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 *
THAXTON GREGORY A

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)
28601 CLEMENS ROAD

3. Date of Earliest Transaction (Month/Day/Year)
12/26/2006

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

(Street)
WESTLAKE, OH 44145

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

(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 Ownership (Instr. 4)
			Code	V	Amount or Price		
COMMON SHARES	12/26/2006		M		\$ 300 23.07	D	
COMMON SHARES	12/26/2006		M		\$ 240 26.27	D	
COMMON SHARES	12/26/2006		M		\$ 240 27.71	D	
COMMON SHARES	12/26/2006		M		\$ 240 36.91	D	
COMMON SHARES	12/26/2006		M		\$ 38.5 360 1,992 (1)	D	

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COMMON SHARES	12/19/2006	S	100	D	\$ 49.61	1,892 ⁽¹⁾	D
COMMON SHARES	12/26/2006	S	200	D	\$ 49.59	1,692 ⁽¹⁾	D
COMMON SHARES	12/26/2006	S	200	D	\$ 49.58	1,492 ⁽¹⁾	D
COMMON SHARES	12/26/2006	S	400	D	\$ 49.57	1,092 ⁽¹⁾	D
COMMON SHARES	12/26/2006	S	100	D	\$ 49.55	992 ⁽¹⁾	D
COMMON SHARES	12/26/2006	S	80	D	\$ 49.54	912 ⁽¹⁾	D
COMMON SHARES	12/26/2006	S	300	D	\$ 49.53	612 ⁽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.

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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. 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)	\$ 23.07	12/26/2006		M	300	11/05/2002	11/05/2011	COMMON SHARES	300
Employee Stock Option (right to	\$ 26.27	12/26/2006		M	240	11/04/2003	11/04/2012	COMMON SHARES	240

buy)										
Employee Stock Option (right to buy)	\$ 27.71	12/26/2006	M	240	11/03/2004	11/03/2013	COMMON SHARES	240		
Employee Stock Option (right to buy)	\$ 36.91	12/26/2006	M	240	12/09/2005	12/09/2014	COMMON SHARES	240		
Employee Stock Option (right to buy)	\$ 38.5	12/26/2006	M	360	12/07/2006	12/07/2015	COMMON SHARES	360		

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
THAXTON GREGORY A 28601 CLEMENS ROAD WESTLAKE, OH 44145			Corporate Controller	

Signatures

Robert E. Veillette,
Attorney-In-Fact

12/26/2006

**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 612 shares owned through Company 401(k) 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. 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.