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NORDSON CORP  
Form 8-K  
February 21, 2008

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

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): February 21, 2008

NORDSON CORPORATION

-----  
(Exact name of registrant as specified in its charter)

OHIO

-----  
(State or other jurisdiction of incorporation or organization)

0-7977

-----  
(Commission file number)

34-0590250

-----  
(I.R.S. Employer Identification No.)

28601 Clemens Road, Westlake, Ohio

-----  
(Address of principal executive offices)

44145

-----  
(Zip Code)

(440) 892-1580

-----  
(Registrant's telephone number, including area code)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2 below):

Written communication pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

Pre-commencement communication pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

Pre-commencement communication pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

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Item 2.02. Results of Operations and Financial Condition

On February 21, 2008, Nordson Corporation issued a press release relating to its results of operations for the first quarter of fiscal 2008. A copy is attached as Exhibit 99.1.

Item 9.01. Financial Statements and Exhibits

c.) Exhibits

99.1 Press release of Nordson Corporation dated February 21, 2008.

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

Date: February 21, 2008

Nordson Corporation

By: /s/ Gregory A. Thaxton

-----  
Gregory A. Thaxton  
Vice President, Chief Financial Officer

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Exhibit Index

Exhibit  
Number

99.1 Press release of Nordson Corporation dated as of February 21, 2008.

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: solid black; border-top-width: 0; border-left-width: 1; border-right-width: 1; border-bottom-width: 1">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)

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(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

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)*

| 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. P... Der... Sec... (Ins... |                            |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|-------------------------------|----------------------------|
|                                            |                                                        |                                      |                                                    |                                |                                                                                         | Date Exercisable                                         | Expiration Date                                               | Title                         | Amount or Number of Shares |
|                                            |                                                        |                                      |                                                    |                                |                                                                                         | Code                                                     | V                                                             | (A)                           | (D)                        |
| Restricted Stock Equivalent 1/3/2017       | \$ 0                                                   | 01/03/2017                           |                                                    | A                              | 1,667                                                                                   | (1)                                                      | (1)                                                           | Common Stock                  | 1,667                      |

## Reporting Owners

| Reporting Owner Name / Address                                                                                  | Relationships |           |         |       |
|-----------------------------------------------------------------------------------------------------------------|---------------|-----------|---------|-------|
|                                                                                                                 | Director      | 10% Owner | Officer | Other |
| SACHDEV RAKESH<br>C/O EDGEWELL PERSONAL CARE COMPANY<br>1350 TIMBERLAKE MANOR PARKWAY<br>CHESTERFIELD, MO 63017 | X             |           |         |       |

## Signatures

Jeffrey A. Gershowitz,  
 Attorney-in-Fact 01/05/2017

\*\*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) Annual Restricted Stock Equivalent award valued at \$125,000 will vest one year from date of grant unless Reporting Person elects to defer conversion.

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.