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NORDSON CORP Form 4 December 23, 2002

FORM 4

_ Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL

OMB Number: 3235-0287 Expires: January 31, 2005 Estimated average burden hours per response. . .0.5

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

Filed By Romeo & Dye's Instant Form 4 Filer www.section16.net

1. Name and Addre CAMPBELL, ED			ne and Tic CORPOR		N Pe	6. Relationship of Reporting Person(s) to Issuer (Check all applicable)					
(Last) (28601 CLEMENS	of Reporting Person,					in/Day/Year 10 02 0	∆ Director 10% Owner ∆ Officer (give title below) Dther (specify below)				
								E	PRESIDENT & CHIEF EXECUTIVE OFFICERS		
	(Street)						Date of	of Original (C	7. Individual or Joint/Group Filing Check Applicable Line)		
WESTLAKE, OH						Pe	X Form filed by One Reporting Person Form filed by More than One Reporting Person				
(City)	(State) (Zi	p)	Та	ble	I Non-D	erivat	ive Secur	ities Acquired, Dispose	d of, or Benef	icially Owned	
1. Title of Security (Instr. 3)	action	2A. Deemed Execution Date, if any	3. Trans- action Code (Instr. 8)			es Acq d of (I	uired (A)	5. Amount of Securities Beneficially Owned Follow-	6. Owner- ship Form: Direct (D) or Indirect	7. Nature of Indirect Beneficial Ownership	
	Year)	(Month/Day/ Year)	Code	V	Amount	(A) or (D)	Price	ing Reported Transactions(s) (Instr. 3 & 4)	(I) (Instr. 4)	(Instr. 4)	
COMMON SHARES	12/19/02		Р		9,700	A	\$23.439				
COMMON SHARES	12/20/02		Р		200	Α	\$23.50	48,184 <u>(</u>	1) D		

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

* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

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FORM 4 (continued) Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned

(e.g., puts, calls, warrants, options, convertible securities)

1. Title of	2. Conver-	3.	3A.	4.	5.	6. Date Exercisable	7. Title and	8. Price of	9. Number of	10.	11. Nature
Derivative	sion or	Trans-	Deemed	Trans-	Number	and Expiration	Amount of	Derivative	Derivative	Owner-	of Indirect
Security	Exercise	action	Execution	action	of	Date	Underlying	Security	Securities	ship	Beneficial
	Price of	Date	Date,	Code	Derivati	(Melonth/Day/	Securities	(Instr. 5)	Beneficially	Form	Ownership
											_

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(Instr. 3)	Derivative Security	(Month/ Day/	`	(Instr. 8)		Securitie¥ear) Acquired (A) or Disposed of (D) (Instr. 3, 4 &				(Instr	. 3 & 4)	Following Reported Transaction(s) (Instr. 4)	of Deriv- ative Security: Direct (D) or Indirect (I) (Instr. 4)	(Instr. 4)
				Code	V	(A)		Exer-cisable	~		Amount or Number of Shares			

Explanation of Responses:

(1) Includes 28,701 shares owned thru Co. 401(k) Plan; and 2,506 shares owned thru Co. Excess Retirement Plan.

By: /s/ Robert E. Veillette, Attorney-In-Fact

<u>12/23/02</u> Date

**Signature of Reporting Person

**Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed.

If space is insufficient, See Instruction 6 for procedure.

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