NORDSON CORP Form 4 January 06, 2003

FORM 4

X 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

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 **OMB APPROVAL**

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

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1. Name and Addre			e and Ticke ORPORA		Perso	6. Relationship of Reporting Person(s) to Issuer (Check all applicable)					
(Last) (28601 CLEMENS	of Reporting Person,					ement for /Day/Year 03	X Di 10% Oi Othe	<u>X</u> Director <u>X</u> 0% Owner Officer (give title below) Other (specify below) RETIRED			
WESTLAKE, OH					Date of	mendment, f Original n/Day/Year)	7. In (Che X Fo Perso _ Fo	7. Individual or Joint/Group Filing (Check Applicable Line) X Form filed by One Reporting Person Form filed by More than One Reporting Person			
(City)	(State) (Zi	p)	Tab	ole I	Non-Dei	rivativ	e Secur	ities Acquired,	Disposed	l of, or Bene	ficially Owned
1. Title of Security (Instr. 3)	2. Trans- action Date (Month/ Day/ Year)	3. Transaction Code (Instr. 8		4. Securities Acqu (A) or Disposed of (Instr. 3, 4 & 5) Amount (A) or (D)		of (D)	5. Amount of Securities Beneficially Owned Follow- ing Reported Transactions(s) (Instr. 3 & 4)		6. Owner- ship Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
COMMON SHARES	12/27/02		G	V	1,668		\$0.00	`	357,336	D	
COMMON SHARES									108,961	I	BY SPOUSE
COMMON SHARES								1	1,524,240	I	BY TRUST
COMMON SHARES								1	1,000,000	I	BY TRUST

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

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

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

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

1. Title of	2. Conver-	3.	3A.	4.	5	5.		6. Date Exerc	isable	7. Title and	Amount	8. Price of	9. Number of	10.	11. Nature
Derivative	sion or	Trans-	Deemed	Trans-	. 1	Nun	nber	and Expiratio	n	of Underlying		Derivative	Derivative	Owner-	of Indirect
Security	Exercise	action	Execution	action	c	of		Date		Securities		Security	Securities	ship	Beneficial
	Price of	Date	Date,	Code	I	Deri	vati	(Meanth/Day/		(Instr. 3 & 4	·)	(Instr. 5)	Beneficially	Form	Ownership
(Instr. 3)	Derivative		if any		5	Seci	ıriti	¥ ear)					Owned	of Deriv-	(Instr. 4)
	Security	(Month/	(Month/	(Instr.	A	Acq	uire	d					Following	ative	
		Day/		8)	((A)	or						Reported	Security:	
		Year)	Year)		I	Disp	ose	d					Transaction(s)	Direct	
					c	of (I	O)						(Instr. 4)	(D)	
														or	
					(Ins	tr.							Indirect	
					3	3, 4	&							(I)	
					5	5)								(Instr. 4)	
				Code	V ((A)	(D)	Date	Expira-	Title	Amount				
					ľ	` ′			tion		or				
									Date		Number				
											of				
											Shares				
Stock										COMMON		(1)	14,475	D	
Units										STOCK					

Explanation of Responses:

(1) Stock units accrued through Nordson's Director's Deferred Compensation Plan as of 01/02/03 and have accrued on a periodic basis. Receipt of stock is not permissible until Director ceases to be a Director.

By: /s/ Robert E. Veillette, Attorney-In-Fact 01/02/03
Date

**Signature of Reporting Person

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