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NORDSON CORP

Form 4

February 05, 2002

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

FORM 4

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

( ) Check this box if no longer subject to Section 16.

Form 4 or Form 5 obligations may continue. See Instructions 1(b).

1. Name and Address of Reporting Person

PELLECCHIA, NICHOLAS D.  
28601 CLEMENS ROAD  
WESTLAKE, OH 44145  
U.S.A.

2. Issuer Name and Ticker or Trading Symbol

NORDSON CORPORATION  
NDSN

3. IRS or Social Security Number of Reporting Person (Voluntary)

4. Statement for Month/Year

1/31/2002

5. If Amendment, Date of Original (Month/Year)

6. Relationship of Reporting Person(s) to Issuer (Check all applicable)

( ) Director ( ) 10% Owner (X) Officer (give title below) ( ) Other  
(specify below)

VICE PRESIDENT, FINANCE & CONTROLLER

7. Individual or Joint/Group Filing (Check Applicable Line)

(X) Form filed by One Reporting Person  
( ) Form filed by More than One Reporting Person

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

| 1. Title of Security  | 2. Transaction Date | 3. Code | 4. Securities Acquired (A) or Disposed of (D) |     | Price   | 5. Amount of Securities Beneficially Owned at End of Month |
|---|---------------------|---------|---|-----|---------|--|
|   |                     |         | Amount  | A/D |         |  |
| COMMON STOCK  | 1/4/2002            | M       | 12,000  | A   | \$23.50 |  |
| COMMON STOCK  | 1/4/2002            | F       | 10,869  | D   | \$27.85 |  |
| COMMON STOCK  | 1/4/2002            | S       | 900   | D   | \$27.80 | 26,016 (1)   |
|   |                     |         |   |     |         | 20,634 (2)   |
| (1) Includes 3,543 shares thru the Co. ESOP Plan as of 7/31/2001. |                     |         |   |     |         |  |
| Includes 486 shares thru the Co. Supp. ESOP Plan as of 1/31/2002. |                     |         |   |     |         |  |
| Includes 859 shares   |                     |         |   |     |         |  |

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thru the Co. 401(k) Plan as of 10/31/2001.

(2) Reporting person discloses beneficial ownership of these securities.

Table II -- Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Derivative Security      | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date | 4. Transaction Code | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities | 8. Percentage of Total Ownership |
|--------------------------------------|--|---------------------|---------------------|--|--|--|----------------------------------|
| Employee Stock Option (Right to Buy) | \$23.50  | 1/4/2002            | M                   | 12,000   | D 11/2/1993 - 11/2/2002                                  | COMMON STOCK                                 | 12,000                           |

Explanation of Responses:  
 SIGNATURE OF REPORTING PERSON  
 ROBERT E. VEILLETTE, ATTORNEY-IN-FACT  
 DATE  
 2/5/2002