

Edgar Filing: NORDSON CORP - Form 4

NORDSON CORP
 Form 4
 April 10, 2001

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

NORD, ERIC T.

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

MARCH 31, 2001

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

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

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

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) Amount	5. Amount of Securities Beneficially Owned at End of Month
COMMON STOCK				1,571,072
COMMON STOCK				1,352,088 (1)
COMMON STOCK				481,320
(1) 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 Exer	3. Transaction	4. Derivative Securities Acquired	5. Number of Derivative Securities Acquired	6. Date Exercisable and Expiration	7. Title and Amount of Underlying Securities	8. Percentage of Total
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	Price of	Deriva- tive	Secu- rity	Date	Code	V	Amount	red(A) or Dis posed of(D)	Date (Month/ Day/Year)	Expir Date	A/ D	Exer- cisa- Date	Title and Number of Shares		Sec rit
Stock Units				3/31/01	J		184	A					COMMON STOCK	184	*
Director Stock Option	\$28.50			3/8/01	A		1	A	**	3/8/2011			COMMON STOCK	3,958	

Explanation of Responses:

* STOCK UNITS ACCRUED THROUGH NORDSON'S DIRECTOR'S DEFERRED COMPENSATION PLAN AS OF 3/31/01 AND HAVE ACCRUED ON A

PERIODIC BASIS. RECEIPT OF STOCK IS NOT PERMISSIBLE UNTIL THE DIRECTOR CEASES TO BE A DIRECTOR OR ATTAINS AGE 70, WHICHEVER OCCURS FIRST.

** GRANT TO REPORTING PERSON OF OPTION TO PURCHASE 3,958 SHARES OF COMMON STOCK UNDER NORDSON'S LONG-TERM

PERFORMANCE PLAN, EXERCISABLE AT 100% BEGINNING 9/8/01.

SIGNATURE OF REPORTING PERSON
ROBERT E. VEILLETTE, ATTORNEY-IN-FACT

DATE
APRIL 10, 2001