

NORDSON CORP
Form 4
March 07, 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

MADAR, WILLIAM P.

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

FEBRUARY 28, 2001

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

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

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

CHAIRMAN OF THE BOARD

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. Transaction Code	4. Securities Acquired (A) or Disposed of (D) Amount	5. Amount of Securities Beneficially Owned at End of Month
COMMON STOCK	2/6/01	G	V 11,705	D -0- 470,964 (1)
(1) Includes 2,972 shares thru the Co. ESOP Plan as of 2/28/01.				

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

1. Title of Derivative Security	2. Conversion or Exercise Price of Derivative	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
						Title and Number	

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	Secu- rity	Date	Code	V	Amount	D	cisa- ble	Date	of Shares	
Stock Units										

Explanation of Responses:

* Stock units accrued through Nordson's Director's Deferred Compensation Plan as of 2/28/01 and have accrued on a periodic basis. Receipt of

stock is not permissible until Director ceases to be a Director or attains age 70, whichever occurs first.

SIGNATURE OF REPORTING PERSON

N. D. PELLECCIA, ATTORNEY-IN-FACT

DATE

MARCH 7, 2001