

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

ROSEN, BENEDICT 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

MARCH 31, 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)

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
			A/ D	Price

COMMON STOCK				2,000
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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) Amount	6. Date Exercisable and Expiration Date A/ D	7. Title and Amount of Underlying Securities Title and Number of Shares	8. Put or Call or Other Feature of Underlying Securities
					Expiry Date		

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Stock Units		3/31/ J		453	A			COMMON STOCK 453	*
		01							

Director Stock Option (\$28.50)		3/8/0 A		1	A	**	3/8/2 COMMON STOCK 3,958		
(Right to Buy)		1					011		

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