

NORDSON CORP
Form 4
December 10, 2002

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

OMB APPROVAL

FORM 4

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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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

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| | | | | | |
|--|--|--|--|--|--|
| 1. Name and Address of Reporting Person* FIELDS, BRUCE H. (Last) (First) (Middle) 28601 CLEMENS ROAD (Street) WESTLAKE, OH 44145 | | 2. Issuer Name and Ticker or Trading Symbol NORDSON CORPORATION - NDSN | | 6. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) VICE PRESIDENT, HUMAN RESOURCES | |
| | | 3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary) | | 4. Statement for Month/Day/Year 12/09/02 | |
| | | | | 5. If Amendment, Date of Original (Month/Day/Year) | |
| | | | | 7. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person | |

| Table I Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned | | | | | | | | | | |
|--|--------------------------------------|--|--------------------------------|---|---|------------|-------|--|--|-----------------------------------|
| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 & 5) | | | 5. Amount of Securities Beneficially Owned Following Reported Transactions(s) (Instr. 3 & 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) |
| | | | Code | V | Amount | (A) or (D) | Price | | | |
| COMMON SHARES | | | | | | | | 2,234 ⁽¹⁾ | D | |
| COMMON SHARES | | | | | | | | 16 ⁽²⁾ | I | BY CHILDREN |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.
* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

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FORM 4 (continued) Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security | 2. Conversion or Exercise Price of | 3. Transaction Date | 3A. Deemed Execution Date, | 4. Transaction Code | 5. Number of Derivatives | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 & 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially | 10. Ownership Form | 11. Nature of Indirect or Beneficial Ownership |
|---------------------------------|------------------------------------|---------------------|----------------------------|---------------------|--------------------------|--|---|--|---|--------------------|--|
|---------------------------------|------------------------------------|---------------------|----------------------------|---------------------|--------------------------|--|---|--|---|--------------------|--|

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| (Instr. 3) | Derivative Security | (Month/Day/Year) | if any (Month/Day/Year) | Security (Instr. 8) | | Acquired (A) or Disposed of (D) | | Date Exer-cisable | Expira-tion Date | Title | Amount or Number of Shares | Owned Following Reported Transaction(s) (Instr. 4) | of Deriv-ative Security: Direct (D) or Indirect (I) (Instr. 4) | (Instr. 4) |
|--------------------------------------|---------------------|------------------|-------------------------|---------------------|---|---------------------------------|-----|-------------------|------------------|--------------|----------------------------|--|--|------------|
| | | | | Code | V | (A) | (D) | | | | | | | |
| Employee Stock Option (right to buy) | \$27.78 | 12/09/02 | | A | | 1 | (3) | 12/09/12 | | COMMON STOCK | 7,500 | | 1 D | |

Explanation of Responses:

- (1) Includes 1,933 shares owned thru Co. ESOP Plan, 291 shares thru Co. Supp. ESOP Plan, and 10 shares thru Co. DRP Plan.
- (2) Shares owned by children held by Cust. Bruce H. Fields. Reporting person disclaims beneficial ownership of these securities. Includes 16 shares held thru Co. DRP Plan.
- (3) Grant to reporting person of option to buy 7,500 shares of common stock under Nordson's 1993 Long Term Performance Plan, exercisable in annual increments of 25% per year on a cumulative basis beginning 12/9/03, the first anniversary date of the grant.

By: /s/ **Robert E. Veillette, Attorney-In-Fact** 12/09/02
Date

**Signature of Reporting Person

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

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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