

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* GROOS, MICHAEL (Last) (First) (Middle) | | | 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) Other (specify below) VICE PRESIDENT | | |
| 28601 CLEMENS ROAD (Street) | | | 3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary) | | 4. Statement for Month/Day/Year 12/09/02 | | 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 | | |
| WESTLAKE, OH 44145 (City) (State) (Zip) | | | 5. If Amendment, Date of Original (Month/Day/Year) | | | | | | |

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 Transaction(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 | | | | | | | | 499 ⁽¹⁾ | D | |

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 (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities (A) or Disposed | 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 Owned Following Reported Transaction(s) | 10. Ownership Form of Derivative Security: Direct | 11. Nature of Indirect Beneficial Ownership (Instr. 4) |
|--|--|--------------------------------------|--|--------------------------------|--|--|---|--|---|---|--|
|--|--|--------------------------------------|--|--------------------------------|--|--|---|--|---|---|--|

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| | | | | of (D) | | | | Date Exer-cisable | Expira-tion Date | Title | Amount or Number of Shares | (Instr. 4) | (D) or Indirect (I) (Instr. 4) |
|--------------------------------------|---------|----------|--|--------|---|-----|----------|-------------------|------------------|-------|----------------------------|------------|--------------------------------|
| | | | | Code | V | (A) | (D) | | | | | | |
| Employee Stock Option (right to buy) | \$27.78 | 12/09/02 | | | 1 | (2) | 12/09/12 | COMMON STOCK | 16,000 | | 1 | D | |

Explanation of Responses:

(1) Includes 35 shares thru Co. DRP Plan.

(2) Grant to reporting person of option to buy 16,000 shares of Common Stock under Nordson's 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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