

HARDIS STEPHEN R
Form 4
February 04, 2003

FORM 4

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

OMB APPROVAL

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 By
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| 1. Name and Address of Reporting Person* HARDIS, STEPHEN R. (Last) (First) (Middle) 28601 CLEMENS ROAD (Street) WESTLAKE, OH 44145 (City) (State) (Zip) | | | 2. Issuer Name and Ticker or Trading Symbol NORDSON CORPORATION - NDSN | | | | 6. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director — <input type="checkbox"/> 10% Owner — <input type="checkbox"/> Officer (give title below) — <input type="checkbox"/> Other (specify below) | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
|--|--------------------------------------|--|--|---|---|--|--|---|---------------------------------|--------------------------------------|--|--|---|---|--|--|---|--|---|------|---|--------|------------|-------|----------------|--|--|--|--|--|--|--|--------|---|--|----------------|--|--|--|--|--|--|--|----------------------|---|-----------|----------------|--|--|--|--|
| 3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary) | | | 4. Statement for Month/Day/Year 01/31/03 | | | 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 | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| | | | 5. If Amendment, Date of Original (Month/Day/Year) | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| | | | <p align="center">Table I Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned</p> <table border="1"> <thead> <tr> <th rowspan="2">1. Title of Security (Instr. 3)</th> <th rowspan="2">2. Transaction Date (Month/Day/Year)</th> <th rowspan="2">2A. Deemed Execution Date, if any (Month/Day/Year)</th> <th colspan="2">3. Transaction Code (Instr. 8)</th> <th colspan="3">4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 & 5)</th> <th rowspan="2">5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 & 4)</th> <th rowspan="2">6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)</th> <th rowspan="2">7. Nature of Indirect Beneficial Ownership (Instr. 4)</th> </tr> <tr> <th>Code</th> <th>V</th> <th>Amount</th> <th>(A) or (D)</th> <th>Price</th> </tr> </thead> <tbody> <tr> <td>COMMONS SHARES</td> <td></td> <td></td> <td></td> <td></td> <td></td> <td></td> <td></td> <td align="right">24,000</td> <td align="center">D</td> <td></td> </tr> <tr> <td>COMMONS SHARES</td> <td></td> <td></td> <td></td> <td></td> <td></td> <td></td> <td></td> <td align="right">8,000⁽¹⁾</td> <td align="center">I</td> <td>BY SPOUSE</td> </tr> <tr> <td>COMMONS SHARES</td> <td></td> <td></td> <td></td> <td></td> <td></td> <td></td> <td></td> <td align="right">200⁽¹⁾</td> <td align="center">I</td> <td>BY CHILDREN</td> </tr> </tbody> </table> | | | | | | 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 Indirect Beneficial Ownership (Instr. 4) | Code | V | Amount | (A) or (D) | Price | COMMONS SHARES | | | | | | | | 24,000 | D | | COMMONS SHARES | | | | | | | | 8,000 ⁽¹⁾ | I | BY SPOUSE | COMMONS SHARES | | | | |
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| | | | Code | V | Amount | (A) or (D) | Price | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| COMMONS SHARES | | | | | | | | 24,000 | D | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| COMMONS SHARES | | | | | | | | 8,000 ⁽¹⁾ | I | BY SPOUSE | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| COMMONS SHARES | | | | | | | | 200 ⁽¹⁾ | 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 | 3. Transaction Date | 3A. Deemed Execution | 4. Transaction | 5. Number of | 6. Date Exercisable and Expiration Date | 7. Title and Amount of Underlying Securities | 8. Price of Derivative Security | 9. Number of Derivative Securities | 10. Ownership | 11. Nature of Indirect Beneficial |
|---------------------------------|---------------------------|---------------------|----------------------|----------------|--------------|---|--|---------------------------------|------------------------------------|---------------|-----------------------------------|
|---------------------------------|---------------------------|---------------------|----------------------|----------------|--------------|---|--|---------------------------------|------------------------------------|---------------|-----------------------------------|

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| (Instr. 3) | Price of Derivative Security | (Month/Day/Year) | Date, if any (Month/Day/Year) | Code (Instr. 8) | | Derivative Securities (A) or Disposed of (D) (Instr. 3, 4 & 5) | | Month/Day/Year (Instr. 3 & 4) | | (Instr. 5) | Beneficially Owned Following Reported Transaction(s) (Instr. 4) | Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4) | Ownership (Instr. 4) | | |
|--------------------|------------------------------|------------------|-------------------------------|-----------------|---|--|-----|-------------------------------|------------------|------------|---|--|----------------------|----------|----------------------------|
| | | | | Code | V | (A) | (D) | Date Exer-cisable | Expira-tion Date | | | | | Title | Amount or Number of Shares |
| Stock Units | | 01/31/03 | | J | | 759 | | | | | 759 | ⁽²⁾ | 35,380 | D | |

Explanation of Responses:

(1) Reporting Person disclaims beneficial ownership of these securities.

(2) Stock units accrued through Nordson's Directors' Deferred Compensation Plan as of 1/31/03. Receipt of stock is not permissible until the Director ceases to be a Director or attains age 70, whichever occurs first.

By: /s/ **Robert E. Veillette, Attorney-In-Fact**

02/04/03

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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