

NORDSON CORP  
Form 4  
January 24, 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 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* |                                                      |                                                                    | 2. Issuer Name <b>and</b> Ticker or Trading Symbol                                    |                                                                       |                                                                                                                  |                                                                           | 6. Relationship of Reporting Person(s)<br>to Issuer (Check all applicable)                                                                                                                                              |  |  |
| <b>GROOS, MICHAEL</b>                    |                                                      |                                                                    | <b>NORDSON CORPORATION - NDSN</b>                                                     |                                                                       |                                                                                                                  |                                                                           | <input type="checkbox"/> Director<br><input type="checkbox"/> 10% Owner<br><input checked="" type="checkbox"/> Officer (give title below) <b>—</b><br>Other (specify below)<br><b>VICE PRESIDENT</b>                    |  |  |
| (Last) (First) (Middle)                  |                                                      |                                                                    | 3. I.R.S. Identification Number<br>of Reporting Person,<br>if an entity (voluntary)   |                                                                       | 4. Statement for<br>Month/Day/Year<br><b>01/22/03</b>                                                            |                                                                           | 7. Individual or Joint/Group Filing<br>(Check Applicable Line)<br><input checked="" type="checkbox"/> Form filed by One Reporting<br>Person<br><input type="checkbox"/> Form filed by More than One<br>Reporting Person |  |  |
| <b>28601 CLEMENS ROAD</b>                |                                                      |                                                                    |                                                                                       |                                                                       |                                                                                                                  |                                                                           |                                                                                                                                                                                                                         |  |  |
| (Street)                                 |                                                      |                                                                    | 5. If Amendment,<br>Date of Original<br>(Month/Day/Year)                              |                                                                       |                                                                                                                  |                                                                           |                                                                                                                                                                                                                         |  |  |
| <b>WESTLAKE, OH 44145</b>                |                                                      |                                                                    |                                                                                       |                                                                       |                                                                                                                  |                                                                           |                                                                                                                                                                                                                         |  |  |
| (City) (State) (Zip)                     |                                                      |                                                                    | <b>Table I Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned</b> |                                                                       |                                                                                                                  |                                                                           |                                                                                                                                                                                                                         |  |  |
| 1. Title of Security<br>(Instr. 3)       | 2. Trans-<br>action<br>Date<br>(Month/ Day/<br>Year) | 2A. Deemed<br>Execution<br>Date,<br>if any<br>(Month/Day/<br>Year) | 3. Trans-<br>action<br>Code<br>(Instr. 8)                                             | 4. Securities Acquired<br>(A) or Disposed of (D)<br>(Instr. 3, 4 & 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned Follow-<br>ing Reported<br>Transactions(s)<br>(Instr. 3 & 4) | 6. Owner-<br>ship Form:<br>Direct (D)<br>or Indirect<br>(I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4)                                                                                                                                                       |  |  |
| <b>COMMONS<br/>SHARES</b>                | <b>01/22/03</b>                                      |                                                                    | <b>A</b>                                                                              | <b>4,250</b>                                                          | <b>\$0.00</b>                                                                                                    | <b>4,752<sup>(1)</sup></b>                                                | <b>D</b>                                                                                                                                                                                                                |  |  |

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<br>Derivative<br>Security<br>(Instr. 3) | 2. Conver-<br>sion or<br>Exercise<br>Price of<br>Derivative<br>Security | 3. Trans-<br>action<br>Date<br>(Month/<br>Day/<br>Year) | 3A. Deemed<br>Execution<br>Date,<br>if any<br>(Month/<br>Day/<br>Year) | 4. Trans-<br>action<br>Code<br>(Instr.<br>8) | 5. Number<br>of<br>Derivative<br>Securities<br>(A) or<br>Disposed | 6. Date Exercisable<br>and Expiration<br>Date<br>(Month/Day/<br>Year) | 7. Title and<br>Amount of<br>Underlying<br>Securities<br>(Instr. 3 & 4) | 8. Price of<br>Derivative<br>Security<br>(Instr. 5) | 9. Number of<br>Derivative<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s) | 10. Owner-<br>ship<br>Form<br>of Deriva-<br>tive<br>Security:<br>Direct | 11. Nature<br>of Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|-----------------------------------------------------|-------------------------------------------------------------------------|---------------------------------------------------------|------------------------------------------------------------------------|----------------------------------------------|-------------------------------------------------------------------|-----------------------------------------------------------------------|-------------------------------------------------------------------------|-----------------------------------------------------|--------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------|--------------------------------------------------------------------|

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|  |  |  |  |      |                         |     |     |                      |                         |       |                                        |                                            |  |
|--|--|--|--|------|-------------------------|-----|-----|----------------------|-------------------------|-------|----------------------------------------|--------------------------------------------|--|
|  |  |  |  |      | of (D)                  |     |     |                      |                         |       | (Instr. 4)                             | (D)<br>or<br>Indirect<br>(I)<br>(Instr. 4) |  |
|  |  |  |  |      | (Instr.<br>3, 4 &<br>5) |     |     |                      |                         |       |                                        |                                            |  |
|  |  |  |  | Code | V                       | (A) | (D) | Date<br>Exer-cisable | Expira-<br>tion<br>Date | Title | Amount<br>or<br>Number<br>of<br>Shares |                                            |  |

Explanation of Responses:

(1) Includes 38 shares owned thru Co. DRP Plan.

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

**01/24/03**

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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