

Edgar Filing: NORDSON CORP - Form 4

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

MADAR, WILLIAM 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)

CHAIRMAN OF THE BOARD

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. Code	4. Securities Acquired (A) or Disposed of (D) Amount	5. Amount of Securities Beneficially Owned at End of Month
COMMON STOCK				470,964 (1)
(1) Includes 2,972 shares thru the Co. ESOP Plan as of 2/28/01.				

Table II -- Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Derivative Security	2. Conversion or Exercise Price of Derivative	3. Transaction Date	4. Derivative Acquired (A) or Disposed of (D)	5. Number of Derivative Securities Acquired (A) or Disposed of (D)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities	8. Put or Call or Other Feature
						Title and Number	

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Security	Date	Code	V	Amount	D	cisa-ble	Date	of Shares
Stock Units	3/31/01	J		113	A			COMMON STOCK 113
Director Stock Option (Right to Buy)	\$28.50 3/8/01	A		1	A	**	3/8/2011	COMMON STOCK 3,958

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