

NORDSON CORP
 Form 4
 June 06, 2002

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
 MC LANE, DONALD J.
 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
 5/31/2002
5. If Amendment, Date of Original (Month/Year)
6. Relationship of Reporting Person(s) to Issuer (Check all applicable)
 () Director () 10% Owner (X) Officer (give title below) () Other
 (specify below)
 VICE PRESIDENT
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) | | | 5. Amount of Securities Beneficially Owned at End of Month |
|---|---------------------|---------|---|-----|---------|--|
| | | | Amount | A/D | Price | |
| COMMON SHARES | 5/29/2002 | M | 21,000 | A | \$23.50 | |
| COMMON SHARES | 5/29/2002 | F | 18,018 | D | \$30.00 | 51,678 (1) |
| (1) Includes 3,833 shares thru the Co. ESOP Plan as of 7/31/2001. | | | | | | |
| Includes 1,222 shares thru the Co. Supp. ESOP Plan as of 3/31/2002. | | | | | | |
| Includes 7,390 shares thru the Co. 401(k) Plan as of 10/31/2001. | | | | | | |

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

| 1. Title of Derivative Security | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date | 4. Transaction Code | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) | 6. Date Exercisable and Expiration Date | 7. Title and Amount of Underlying Securities | 8. Put or Call |
|--------------------------------------|--|---------------------|---------------------|--|---|--|----------------|
| Employee Stock Option (right to buy) | \$23.50 | 5/29/2002 | M | 21,000 | D 11/2/1993 - 11/2/2002 | COMMON STOCK | 21,000 |

Explanation of Responses:
SIGNATURE OF REPORTING PERSON
ROBERT E. VEILLETTE, ATTORNEY-IN-FACT
DATE
6/6/2002