

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 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 and Ticker or Trading Symbol | | | | | 6. Relationship of Reporting Person(s) to Issuer (Check all applicable) | | |
|--|--------------------------------------|--|---|---|---|------------|-------|---|--|---|
| HARDIS, STEPHEN R. | | | NORDSON CORPORATION - NDSN | | | | | <input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) | | |
| (Last) (First) (Middle) | | | 3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary) | | 4. Statement for Month/Day/Year | | | | | |
| 28601 CLEMENS ROAD | | | | | 01/31/03 | | | | | |
| (Street) | | | | | 5. If Amendment, Date of Original (Month/Day/Year) | | | 7. Individual or Joint/Group Filing (Check Applicable Line) | | |
| WESTLAKE, OH 44145 | | | | | | | | <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person | | |
| (City) (State) (Zip) | | | 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 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 | | | | | | | | 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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