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NORDSON CORP

Form 5

November 30, 2001

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

FORM 5

ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

( ) Check box if no longer subject to Section 16.

Form 4 or Form 5 obligations may continue. See Instructions 1(b).

(X) Form 3 Holdings Reported

(X) Form 4 Transactions Reported

1. Name and Address of Reporting Person

FIELDS, BRUCE H.

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

10/28/2001

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, HUMAN RESOURCES

7. Individual or Joint/Group Reporting (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 Year |
|---|---------------------|---------|---|-----|-------|---|
|   |                     |         | Amount  | A/D | Price |   |
| COMMON STOCK  |                     |         |   |     |       | 16 (1)  |
| COMMON STOCK  |                     |         |   |     |       | 2,228 (2)   |
| (1) shares owned by children held by Cust. Bruce H. Fields. Reporting person disclaims beneficial ownership of these securities. Includes |                     |         |   |     |       |   |
| 16 shares held thru Co. DRP Plan as of 10/31/2001.  |                     |         |   |     |       |   |
| (2) Includes 1,933 shares thru Co. ESOP Plan as of 12/31/2000.  |                     |         |   |     |       |   |

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|                               |  |  |  |  |  |  |  |
|-------------------------------|--|--|--|--|--|--|--|
| Includes 285 shares th        |  |  |  |  |  |  |  |
| ru Co. Supp. ESOP Plan as of  |  |  |  |  |  |  |  |
| 9/30/2001.                    |  |  |  |  |  |  |  |
| Includes 10 shares thr        |  |  |  |  |  |  |  |
| u Co. DRP Plan as of 10/31/20 |  |  |  |  |  |  |  |
| 01.                           |  |  |  |  |  |  |  |

Table II -- Derivative Securitized 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 (Month/Day/Year) | 7. Title and Amount of Underlying Securities | 8. Percentage of Ownership |
|--------------------------------------|--|---------------------|---------------------|--|--|--|----------------------------|
| Employee Stock Option (right to buy) | \$23.07  | 11/5/2001           | A                   | 1  | A * 11/5/2011  | COMMON STOCK                                 | 1                          |

Explanation of Responses:

\* GRANT TO REPORTING PERSON OF OPTION TO PURCHASE 14,000 SHARES OF COMMON STOCK UNDER NORDSON'S 1993 LONG-TERM PERFORMANCE PLAN, EXERCISABLE IN ANNUAL INCREMENTS OF 25% PER YEAR ON A CUMULATIVE BASIS BEGINNING 11/5/02, THE FIRST ANNIVERSARY DATE OF THE GRANT.  
SIGNATURE OF REPORTING PERSON  
NICHOLAS D. PELLECCIA, ATTORNEY-IN-FACT  
DATE  
11/28/2001