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NORDSON CORP

Form 4

September 06, 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

CUSHING, RAYMOND L.

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

AUGUST 31, 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)

TREASURER

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	A/ D	Price	5. Amount of Securities Beneficially Owned at End of Month
COMMON SHARES	8/24/01	M	320	A	\$22.16	
COMMON SHARES	8/24/01	M	1,080	A	\$23.50	
COMMON SHARES	8/24/01	M	1,440	A	\$24.82	
COMMON SHARES	8/24/01	M	960	A	\$22.41	
COMMON SHARES	8/24/01	S	500	D	\$27.55	
COMMON SHARES	8/24/01	S	1,200	D	\$27.51	
COMMON SHARES	8/24/01	S	100	D	\$27.45	

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COMMON SHARES	8/24/01	S		600	D	\$27.41			
COMMON SHARES	8/24/01	S		200	D	\$27.35			
COMMON SHARES	8/24/01	S		500	D	\$27.30			
COMMON SHARES	8/24/01	S		700	D	\$27.15	1,180 (1)		
(1) Shares owned thru Co. ESOP as of 12/31/00.									

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	7. Title and Amount of Underlying Securities	8. Percentage of Total Shares Owned
Employee Stock Option (right to buy)	\$22.16	8/24/01	M	320	D 11/1/00 11/1/09	COMMON SHARE	320
Employee Stock Option (right to buy)	\$22.41	8/24/01	M	960	D 11/2/99 11/2/08	COMMON SHARE	960
Employee Stock Option (right to buy)	\$23.50	8/24/01	M	1,080	D 11/2/93 11/2/02	COMMON SHARE	1,080
Employee Stock Option (right to buy)	\$24.82	8/24/01	M	1,440	D 11/3/98 11/3/07	COMMON SHARE	1,440

Explanation of Responses:

SIGNATURE OF REPORTING PERSON

NICHOLAS D. PELLECCIA, ATTORNEY-IN-FACT

DATE

SEPTEMBER 4, 2001