

Edgar Filing: NORDSON CORP - Form 5

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

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

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

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						65,784 (1)
						11,000
(1) Includes 3,833 shares thru the Co. ESOP Plan as of 7/31/2001						
Includes 1,210 shares thru the Co. Supp ESOP Plan as of 9/30/2001.						
Includes 7,390 shares thru the Co. 401(k) Plan as of 10/31/2001.						

Edgar Filing: NORDSON CORP - Form 5

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 (A) or Date of Cancellation (D)	7. Title and Amount of Underlying Securities	8. Put or Call
---------------------------------	--	---------------------	---------------------	--	---	--	----------------

Employee Stock Option (right to buy)	(\$23.07)	11/5/2001	A	1	A * 11/5/2011	COMMON STOCK	52,000
--------------------------------------	-----------	-----------	---	---	---------------	--------------	--------

Explanation of Responses:

\* GRANT TO REPORTING PERSON OF OPTION TO PURCHASE 52,000 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 11/5/01, THE FIRST ANNIVERSARY DATE OF THE GRANT.  
SIGNATURE OF REPORTING PERSON  
NICHOLAS D. PELLECCIA, ATTORNEY-IN-FACT  
DATE  
11/28/2001