NORDSON CORP
Form 5
January 02, 2002

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
   ROSEN, BENEDICT P.
   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)
   11/28/2001
6. Relationship of Reporting Person(s) to Issuer (Check all applicable)
   (X) Director ( ) 10% Owner ( ) Officer (give title below) ( ) Other
   (specify below)

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) Amount	A/D	Price	5. Amount of Securities Beneficially Owned at End of Year
COMMON STOCK						2,052 (1)
(1) Includes 52 shares thru Co. DRP Plan as of 10/31/2001. Form 5 filed						
on 11/28/2001 reported 25 shares owned in error (typographical						
error).						

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

1.Title of Derivative |2.Con |3. |4. |5.Number of De |6.Date Exer|7.Title and Amount |8.P

Security	version or Exer cise Pr ice of Deriva tive Secu rity	Transaction Date	Code	rivative Secu rities Acqui red(A) or Dis posed of(D) Amount	A/ D	cisable and Expiration Date(Month/ Day/Year) Date Exer- cisa- ble	Expir ation Date	of Underlying Securities Title and Number of Shares		of vat Sec rit
Stock Units		11/2/ 2001	J	1,390	A			COMMON STOCK	1,390	*

Explanation of Responses:
* STOCK UNITS ACCRUED THROUGH NORDSON'S DIRECTOR'S DEFERRED COMPENSATION PLAN
AS OF
11/2/2001 AND HAVE ACCRUED ON
A
PERIODIC BASIS. RECEIPT OF STOCK IS NOT PERMISSIBLE UNTIL THE DIRECTOR
CEASES TO BE DIRECTOR
OR ATTAINS AGE 70,
WHICHEVER
OCCURS
FIRST.

SIGNATURE OF REPORTING PERSON
ROBERT E. VEILLETTE, ATTORNEY-IN-FACT
DATE
1/2/2002