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NORDSON CORP

Form 4

March 05, 2002

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

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

2/28/2002

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 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 STOCK	2/27/2002	M	12,000	A	\$24.82	
COMMON STOCK	2/27/2002	M	12,000	A	\$22.41	
COMMON STOCK	2/27/2002	M	10,000	A	\$22.16	
COMMON STOCK	2/27/2002	S	34,000	D	\$26.95	2,230 (2)
COMMON STOCK						16 (1)
(1) Shares owned by children held by Cust. Bruce H. Fields. Reporting						
person disclaims beneficial ownership of these						

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securities. Includes									
16 shares held thru									
co. DRP Plan as of 2/28/2002.									
(2) Includes 1,933 shares thru Co. ESOP Plan as of 12/31/2000.									
Includes 287 shares thru Co. Supp. ESOP Plan as of 2/28/2002.									
Includes 10 shares thru Co. DRP Plan as of 2/28/02.									

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 Total Ownership
Employee Stock Option (right to buy)	\$24.82	2/27/2002	M	12,000	D 11/3/1998 11/3/2007	COMMON STOCK	12,000
Employee Stock Option (right to buy)	\$22.41	2/27/2002	M	12,000	D 11/2/1999 11/2/2008	COMMON STOCK	12,000
Employee Stock Option (right to buy)	\$22.16	2/27/2002	M	10,000	D 11/1/2000 11/1/2009	COMMON STOCK	10,000

Explanation of Responses:

SIGNATURE OF REPORTING PERSON
ROBERT E. VEILLETTE, ATTORNEY-IN-FACT
DATE
3/4/2002