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NORDSON CORP Form 4 January 24, 2003

FORM 4

_ Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

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OMB APPROVAL

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

 Name and Addres GROOS, MICHAE 						and Ticker DRPORAT				to Iss Dir	uer (Check all rector	Reporting Person(s) applicable)		
(Last) (First) (Middle)				of Reporting Person,					ment for Day/Year 3	<u>X</u> Off	10% Owner X Officer (give title below) Other (specify below)			
										VICE PRES	E SIDENT			
(Street) WESTLAKE, OH 44145									5. If Amendment, Date of Original (Month/Day/Year)		 7. Individual or Joint/Group Filing (Check Applicable Line) X Form filed by One Reporting Person Form filed by More than One Reporting Person 			
(City) (State) (Zip))		Tabl	e I	Non-Der	ivativ	e Securi	ities Acquired, D	isposed	of, or Benefi	cially Owned		
1. Title of Security 2. Trans- (Instr. 3) 2A. Deen action Execution Date Date, (Month/ Day/ if any Year) (Month/Da				3. Trans action Code (Instr. 8	3)	4. Securities Acq (A) or Disposed (Instr. 3, 4 & 5)		of (D)	5. Amount of Securities Beneficially Owned Follow-		or Indirect	7. Nature of Indirect Beneficial Ownership (Instr. 4)		
	Year) Code V Amount (A					(A) or (D)	Price	ing Reported Transactions(s) (Instr. 3 & 4)		(I) (Instr. 4)	(1150.4)			
COMMONS SHARES	01/22/03			A		4,250	Α	\$0.00		4,752 ⁽¹⁾	D			

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

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FORM 4 (continued) Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned

(e.g., puts, calls, warrants, options, convertible securities)

1. Title of	2. Conver-	3.	3A.	4.	5.	6. Date Exercisable	7. Title and	8. Price of	9. Number of	10.	11. Nature
Derivative	sion or	Trans-	Deemed	Trans-	Number	and Expiration	Amount of	Derivative	Derivative	Owner-	of Indirect
Security	Exercise	action	Execution	action	of	Date	Underlying	Security	Securities	ship	Beneficial
	Price of	Date	Date,	Code	Derivati	(Melonth/Day/	Securities	(Instr. 5)	Beneficially	Form	Ownership
(Instr. 3)	Derivative		if any		Securitie	¥ear)	(Instr. 3 & 4)		Owned	of Deriv-	(Instr. 4)
	Security	(Month/	(Month/	(Instr.	Acquire	d			Following	ative	
		5		8)	(A) or				Reported	Security:	
		Year)	Year)		Dispose	đ			Transaction(s)	Direct	

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		(of (I (Inst 3, 4 5)	r.						(D) or Indirect (I) (Instr. 4)	
	Code	V	(A)		Exer-cisable			Amount or Number of Shares			

Explanation of Responses:

(1) Includes 38 shares owned thru Co. DRP Plan.

By: /s/ Robert E. Veillette, Attorney-In-Fact

<u>01/24/03</u> Date

**Signature of Reporting Person

**Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, See Instruction 6 for procedure.

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