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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
- Name and Address of Reporting Person MC LANE, DONALD J. 28601 CLEMENS ROAD WESTLAKE, OH 44145 U.S.A.
- 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

1. Title of Security	2. 3. 4.Securities Acquired (A) Transaction or Disposed of (D)							5.Amount of Securities		
	Date Code			-				Beneficially		
		1			'	' '		Owned at		
	 			Amount	D		Price	End o	f Year	
COMMON STOCK	I	I	I		1	I		65 , 784	(1)	
								11,000		
(1) Includes 3,833 shares th	.							 		
ru the Co. ESOP Plan as of $7/$					1			1		
31/2001										
Includes 1,210 shares										
thru the Co. Supp ESOP Plan a	.				- 1					
s of 9/30/2001.		 			I					
Includes 7,390 shares		1	I							
thru the Co. $401(k)$ Plan as c	-				1					
f 10/31/2001.					1					

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Table II Derivativ	/e Securitit	tes Acquire	d, Disposed	of, o	or Beneficially	y Owned	
1.Title of Derivative Security	or Exer cise Pr	Transacti Date Cod	on rivative e rities A	Secu cqui r Dis (D) A/ D	cisable and Expiration Date (Month/ Day/Year) Date Expir	Title and Number	8.P of vat Sec rit
Employee Stock Option ight to buy)	(r \$23.07	11/5/ A 2001	1	A 	* 11/5/ C	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. PELLECCHIA, ATTORNEY-IN-FACT

11/28/2001