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NORDSON CORP

Form 4

June 06, 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

CAMPBELL, EDWARD 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

5/31/2002

5. If Amendment, Date of Original (Month/Year)

6. Relationship of Reporting Person(s) to Issuer (Check all applicable)

(X) Director () 10% Owner (X) Officer (give title below) () Other

(specify below)

PRESIDENT & CHIEF EXECUTIVE OFFICER

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 SHARES	5/28/2002	M	30,744	A	\$26.75	
COMMON SHARES	5/28/2002	F	28,234	D	\$30.49	
COMMON SHARES	5/28/2002	S	35,900	D	\$30.02	
COMMON SHARES	5/31/2002	S	1,200	D	\$28.80	49,531 (1)
(1) Includes 3,526 shares thru the Co. ESOP Plan as of 3/31/2001.						
Includes 2,478 shares thru the Co. Supp. ESOP Plan as of 3/31/2002.						

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Includes 24,450 shares							
thru the Co. 401(k) Plan							
as of 10/31/2001.							

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 (Month/Day/Year)	7. Title and Amount of Underlying Securities	8. Put or Call or Other Feature
Employee Stock Option (right to buy)	\$26.75	5/28/2002	M	30,744	D 11/1/1994 - 11/1/2003	COMMON STOCK	30,744

Explanation of Responses:

IN ADDITION TO THE 49,531 SHARES OF ISSUER'S STOCK BENEFICIALLY OWNED BY MR. CAMPBELL AS OF MAY 31, 2002 (SEE TABLE I, SECTION 5), MR. CAMPBELL RETAINS AN INTEREST IN VESTED AND UNVESTED OPTIONS OF 965,256 SHARES OF ISSUER'S STOCK.

SIGNATURE OF REPORTING PERSON
ROBERT E. VEILLETTE, ATTORNEY-IN-FACT
DATE
6/6/2002