FORM 10-Q

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

(Mark One)

[X] QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the quarterly period ended May 4, 2003

OR

[ ] TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from ________ to ________

Commission file number 0-7977

NORDSON CORPORATION

(Exact name of registrant as specified in its charter)

Ohio	**34-0590250**
(State of incorporation)	(I.R.S. Employer Identification No.)

28601 Clemens Road **Westlake, Ohio**	**44145**
(Address of principal executive offices)	(Zip Code)

(440) 892-1580
(Telephone Number)

Securities registered pursuant to Section 12(b) of the Act:
None
Securities registered pursuant to Section 12(g) of the Act:
Common Shares with no par value

Indicate by check mark whether the Registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the Registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.
Yes ___X___ No______

Indicate by check mark whether the Registrant is an accelerated filer (as defined in Rule 12b-2 of the Exchange Act)
Yes ___X___ No______

Indicate the number of shares outstanding of each of the issuer's classes of common stock, as of the latest practicable date: Common Shares with no par value as of May 30, 2003: 33,731,239

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Part I – FINANCIAL INFORMATION

ITEM 1. FINANCIAL STATEMENTS (UNAUDITED)

Condensed Consolidated Statements of Income

	Thirteen Weeks Ended		Twenty-Six Weeks Ended	
	May 4, 2003	April 28, 2002	May 4, 2003	April 28, 2002
(In thousands, except for per share data)				
Sales	$166,679	$163,526	$312,002	$308,483
Operating costs and expenses:				
Cost of sales	73,582	75,644	139,648	140,847
Selling and administrative expenses	76,053	70,180	144,172	136,544
Restructuring and severance costs	1,446	814	1,468	814
	151,081	146,638	285,288	278,205
Operating profit	15,598	16,888	26,714	30,278
Other income (expense):				
Interest expense	(4,564)	(5,438)	(9,254)	(11,116)
Interest and investment income	212	236	503	585
Other — net	827	(74)	1,557	353
	(3,525)	(5,276)	(7,194)	(10,178)
Income before income taxes	12,073	11,612	19,520	20,100
Income taxes	3,983	3,832	6,441	6,633
Net income	$ 8,090	$ 7,780	$ 13,079	$ 13,467
Average common shares	33,647	33,301	33,625	33,227
Incremental common shares attributable to outstanding stock options, nonvested stock, and deferred stock-based compensation	151	545	154	394
Average common shares and common share equivalents	33,798	33,846	33,779	33,621
Basic earnings per share	$ 0.24	$ 0.23	$ 0.39	$ 0.41
Diluted earnings per share	$ 0.24	$ 0.23	$ 0.39	$ 0.40
Dividends per share	$ 0.15	$ 0.14	$ 0.30	$ 0.28

See accompanying notes.

Nordson Corporation

Condensed Consolidated Balance Sheet

(In thousands)	May 4, 2003	November 3, 2002
Assets		
Current assets:		
Cash and cash equivalents	$ 7,613	$ 5,872
Marketable securities	20	25
Receivables	130,652	135,662
Inventories	88,199	87,100
Deferred income taxes	39,725	40,264
Prepaid expenses	6,546	5,650
Total current assets	272,755	274,573
Property, plant and equipment — net	120,760	118,773
Goodwill — net	328,139	327,897
Other intangible assets — net	16,326	16,283
Other assets	22,466	26,946
	$ 760,446	$ 764,472
Liabilities and shareholders' equity		
Current liabilities:		
Notes payable	$ 92,612	$ 108,634
Accounts payable	45,239	48,809
Current maturities of long-term debt	9,055	8,600
Other current liabilities	78,338	86,604
Total current liabilities	225,244	252,647
Long-term debt	181,603	171,314
Other liabilities	74,505	71,621
Shareholders' equity:		
Common shares	12,253	12,253
Capital in excess of stated value	124,653	123,178
Retained earnings	505,626	502,631
Accumulated other comprehensive loss	(21,807)	(27,318)
Common shares in treasury, at cost	(340,325)	(341,606)
Deferred stock-based compensation	(1,306)	(248)
Total shareholders' equity	279,094	268,890
	$ 760,446	$ 764,472

See accompanying notes.

Nordson Corporation

Condensed Consolidated Statement of Cash Flows

Twenty-Six Weeks Ended	May 4, 2003	April 28, 2002
(In thousands)		
Cash flows from operating activities:		
Net income	$ 13,079	$ 13,467
Depreciation and amortization	14,203	13,585
Changes in operating assets and liabilities	(2,610)	33,708
Other	7,356	7,085
Net cash provided by operating activities	32,028	67,845
Cash flows from investing activities:		
Additions to property, plant and equipment	(2,257)	(7,180)
Proceeds from sale of marketable securities	5	37
Acquisition of new business	544	(282)
Net cash used in investing activities	(1,708)	(7,425)
Cash flows from financing activities:		
Repayment of short-term borrowings	(18,388)	(52,608)
Repayment of long-term debt	—	(8,888)
Repayment of capital lease obligations	(1,948)	(1,872)
Issuance of common shares	1,473	9,125
Purchase of treasury shares	(25)	(187)
Dividends paid	(10,085)	(9,288)
Net cash used in financing activities	(28,973)	(63,718)
Effect of exchange rate changes on cash	394	124
Increase (decrease) in cash and cash equivalents	1,741	(3,174)
Cash and cash equivalents:		
Beginning of year	5,872	7,881
End of quarter	$ 7,613	$ 4,707

See accompanying notes

Nordson Corporation

Notes to Condensed Consolidated Financial Statements

May 4, 2003

1. Basis of presentation. The accompanying unaudited condensed consolidated financial statements have been prepared in accordance with generally accepted accounting principles for interim financial information and with the instructions to Form 10-Q and Article 10 of Regulation S-X. Accordingly, they do not include all of the information and footnotes required by generally accepted accounting principles for complete financial statements. In the opinion of management, all adjustments (consisting of normal recurring accruals) considered necessary for a fair presentation have been included. Operating results for the quarter ended May 4, 2003 are not necessarily indicative of the results that may be expected for the full fiscal year. For further information, refer to the consolidated financial statements and footnotes thereto included in the Company's annual report on Form 10-K for the year ended November 3, 2002. Certain prior period amounts have been reclassified to conform to current period presentation.

2. Revenue recognition. Most of the Company's revenues are recognized upon shipment, provided that persuasive evidence of an arrangement exists, the sales price is fixed or determinable, collectibility is reasonably assured, and title and risk of loss have passed to the customer. A limited number of the Company's large engineered systems sales contracts are accounted for using the percentage-of-completion method. The amount of revenue recognized in any accounting period is based on the ratio of actual costs incurred through the end of the period to total estimated costs at completion. The remaining revenues are recognized upon delivery.

3. Use of estimates. The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the amounts reported in the consolidated financial statements. Actual amounts could differ from these estimates.

4. Significant changes and events. At the end of March 2003 the Company acquired full ownership interest in land and a building owned by a partnership that leased office and manufacturing space to the Company. The real estate is located in Duluth, Georgia and serves as the worldwide headquarters for the Company's adhesives businesses. As a result, the Company assumed $10.7 million of debt owed by the partnership and real estate with a net book value of $10.3 million. Prior to March the Company leased the property under an operating lease with a partnership in which the Company was a partner.

5. Inventories. Inventories consisted of the following:

	May 4, 2003	November 3, 2002
(In thousands)		
Finished goods	$ 48,497	$ 48,463
Work-in-process	12,916	11,471
Raw materials and finished parts	54,336	57,437
	115,749	117,371
Obsolescence reserve	(20,428)	(23,149)
LIFO reserve	(7,122)	(7,122)
	$ 88,199	$ 87,100

During the first six months of fiscal 2003 the Company disposed of approximately $5.3 million of inventory that had been reserved for in fiscal 2002.

6. Goodwill and Other Intangible Assets. Changes in the carrying amount of goodwill for the two quarters ended May 4, 2003 by operating segment are as follows:

	Adhesive Dispensing & Nonwoven Fiber Systems	Costing & Finishing Systems	Advanced Technology Systems	Total
(In thousands)				
Balance at November 3, 2002	$27,622	$3,278	$296,997	$327,897
Currency effect	198	47	16	261
Other change	(14)	(5)	—	(19)
Balance at May 4, 2003	$27,806	$3,320	$297,013	$328,139

Information regarding the Company's intangible assets subject to amortization is as follows:

	May 4, 2003		
	Carrying Amount	Accumulated Amortization	Net Book Value
(In thousands)			
Core/Developed Technology	$10,400	$1,619	$ 8,781
Non-Compete Agreements	3,935	1,208	2,727
Patent Costs	2,236	1,180	1,056
Other	6,499	5,198	1,301
Total	$23,070	$9,205	$13,865

	November 3, 2002		
	Carrying Amount	Accumulated Amortization	Net Book Value
(In thousands)			
Core/Developed Technology	$10,400	$1,446	$ 8,954
Non-Compete Agreements	3,585	1,098	2,487
Patent Costs	2,227	1,064	1,163
Other	5,811	4,593	1,218
Total	$22,023	$8,201	$13,822

At May 4, 2003 and November 3, 2002, $2,461,000 of intangible assets related to a minimum pension liability for the Company's pension plans were not subject to amortization.

Amortization expense for the thirteen and twenty-six weeks ended May 4, 2003 was $342,000 and $665,000, respectively. Estimated amortization expense for each of the five succeeding fiscal years is as follows:

Fiscal Year	Amounts
	(In thousands)
2003	$1,334
2004	$1,243
2005	$1,034
2006	$ 886
2007	$ 786

7. Accounting Changes. On November 4, 2002 the Company adopted Financial Accounting Standards Board (FASB) Statement of Financial Standards No. 143, "Accounting for Asset Retirement Obligations." No. 143 requires entities to record the fair value of a liability for an asset retirement obligation in the period in which it is incurred. When a liability is initially recorded, the entity capitalizes a cost by increasing the carrying value of the related long-lived asset. Over time, the liability is accreted to its present value each period, and the capitalized cost is depreciated over the useful life of the related asset. Upon settlement of the liability, an entity either settles the obligation for its recorded amount or incurs a gain or loss upon settlement. There was no impact on the Company's consolidated financial position or results of operations as a result of the adoption of No. 143.

On November 4, 2002 the Company adopted FASB Statement of Financial Standards No. 144, "Accounting for the Impairment or Disposal of Long-Lived Assets." No. 144, which supersedes No. 121, "Accounting for the Impairment of Long-Lived Assets and for Long-Lived Assets to be Disposed Of," provides a single accounting model for long-lived assets to be disposed of. Although retaining many of the fundamental recognition and measurement provisions of No. 121, this Statement significantly changes the criteria that would have to be met to classify an asset as held-for-sale. This distinction is important because assets held-for-sale are stated at the lower of their fair values or carrying amounts, and depreciation is no longer recognized. There was no impact on the Company's consolidated financial position or results of operations as a result of the adoption of No. 144.

On November 4, 2002 the Company adopted FASB issued Statement No. 145, "Rescission of Statements No. 4, 44 and 64, Amendment of FASB Statement No. 13, and Technical Corrections." This Statement eliminates the requirement that gains and losses on the early extinguishment of debt be classified as extraordinary items. It also provides guidance with respect to the accounting for gains and losses on capital leases that were modified to become operating leases. There was no impact on the Company's consolidated financial position or results of operations as a result of the adoption of No. 145.

In June 2002, the FASB issued Statement No. 146, "Accounting for Costs Associated with Exit or Disposal Activities." No. 146 requires companies to recognize costs associated with exit or disposal activities when they are incurred rather than at the date of a commitment to an exit or disposal plan. Examples of costs covered by the standard include lease termination costs and certain employee severance costs that are associated with a restructuring, discontinued operation, plant closing, or other exit or disposal activity. No. 146 is to be applied prospectively to exit or disposal activities initiated after December 31, 2002. During the first half of 2003 the Company recognized expense of $1.5 million related to severance payments to approximately 55 people in the Coating and Finishing and Advanced Technology segments in North America. It is expected that additional costs of approximately $500,000 related to severance payments will be incurred during the last half of 2003.

In November 2002 the FASB issued Interpretation No. 45, "Guarantor's Accounting and Disclosure Requirements for Guarantees, Including Indirect Guarantees of Indebtedness to Others." This interpretation addresses the disclosures to be made by a guarantor in its interim and annual financial statements regarding its obligations under guarantees and clarifies the requirements related to the recognition of liabilities by a guarantor for obligations undertaken in issuing guarantees. The initial recognition and measurement provisions of the interpretation are applicable to guarantees issued or modified after December 31, 2002 and are not expected to have a material effect on the Company's financial statements. The disclosure requirements are effective for financial statements for periods ending after December 31, 2002 and are applicable for all outstanding guarantees subject to the interpretation. The Company has issued guarantees to two banks to support the short-term borrowing facilities of an unconsolidated Korean affiliate. One guarantee is for Korean Won Three Billion (approximately $2,577,000) secured by land and building of Korean Won Two Billion (approximately $1,718,000) and expires on July 31, 2003. The other guarantee is for $2,300,000 and expires on October 31, 2003. Under these arrangements, the Company could be required to fulfill obligations of the affiliate if the affiliate does not make required payments. No amount is recorded on the Company's financial statements related to these guarantees.

In December 2002, the FASB issued Statement No. 148, "Accounting for Stock-Based Compensation — Transition and Disclosure an Amendment of FASB Statement No. 123". No. 148 amends No. 123 to provide alternative methods of transition for a voluntary change to the fair value-based method of accounting for stock-based employee compensation. In addition, No. 148 amends the disclosure requirements of No. 123 to require more prominent disclosures in both annual and interim financial statements regarding the method of accounting for stock-based employee compensation and the effect of the method used on reported results. The alternative methods of transition of No. 148 are effective for fiscal years ending after December 15, 2002. The disclosure provision of No. 148 is effective for interim periods beginning after December 15, 2002.

The Company accounts for its stock option plans under the recognition and measurement principles of APB Opinion No. 25, "Accounting for Stock Issued to Employees". No stock option expense is reflected in net income, as all options granted under these plans had an exercise price equal to the market value of the underlying common stock on the date of grant. The following table shows pro forma information regarding net income and earnings per share as if the Company had accounted for stock options granted since 1996 under the fair value method.

	Thirteen Weeks Ended		Twenty-Six Weeks Ended	
	May 4, 2003	**April 28, 2002**	**May 4, 2003**	**April 28, 2002**
Net income, as reported	$8,090	$7,780	$13,079	$13,467
Deduct: Total stock-based employee compensation expense determined under fair value based method for all awards, net of tax	(876)	(487)	(1,771)	(1,321)
Pro forma net income	$7,214	$7,293	$11,308	$12,146
Earnings per share:				
Basic — as reported	$ 0.24	$ 0.23	$ 0.39	$ 0.41
Basic — pro forma	$ 0.21	$ 0.22	$ 0.34	$ 0.37
Diluted — as reported	$ 0.24	$ 0.23	$ 0.39	$ 0.40
Diluted — pro forma	$ 0.22	$ 0.22	$ 0.34	$ 0.37

In January 2003, the FASB issued Interpretation No. 46, "Consolidation of Variable Interest Entities". This Interpretation addresses consolidation by business enterprises of variable interest entities, which possess certain characteristics. The interpretation requires that if a business enterprise has a controlling financial interest in a variable interest entity, the assets, liabilities and results of operations of the variable interest entity must be included in the consolidated financial statements with those of the business enterprise. This interpretation applies immediately to variable interest entities created after January 31, 2003 and to variable interest entities in which an enterprise obtains an interest after that date. For variable interest entities created prior to January 31, 2003, this interpretation is effective for the first year or interim period beginning after June 15, 2003. The adoption of this interpretation will have no effect on the Company's at this time.

8. Comprehensive income. Comprehensive income for the thirteen and twenty-six weeks ended May 4, 2003 and April 28, 2002 is as follows:

	Thirteen Weeks Ended		Twenty-Six Weeks Ended	
	May 4, 2003	April 28, 2002	May 4, 2003	April 28, 2002
(In thousands)				
Net income	$8,090	$ 7,780	$13,079	$13,467
Foreign currency translation adjustments	1,877	(2,047)	5,511	(3,361)
Comprehensive income	$9,967	$ 5,733	$18,590	$10,106

Accumulated other comprehensive loss consisted of $4,636,000 of accumulated foreign currency translation adjustments and $17,171,000 of minimum pension liability adjustments at May 4, 2003. At April 28, 2002 it consisted of $17,047,000 of accumulated foreign currency translation adjustments and $4,672,000 of minimum pension liability adjustments. Accumulated other comprehensive loss at May 4, 2003 and April 28, 2002 is as follows:

	May 4, 2003	April 28, 2002
(In thousands)		
Beginning balance	$ (27,318)	$ (18,358)
Current-period change	5,511	(3,361)
Ending balance	($21,807)	($21,719)

9. Operating segments. The Company conducts business across three primary business segments: adhesive dispensing and nonwoven fiber systems, coating and finishing systems and advanced technology systems. The composition of segments and measure of segment profitability is consistent with that used by the Company's chief operating decision maker. The primary focus is operating profit, which equals sales less operating costs and expenses. Operating profit excludes interest income (expense), investment income (net) and other income (expense). Items below the operating income line of the Condensed Consolidated Statement of Income are not presented by segment, since they are excluded from the measure of segment profitability reviewed by the Company's chief operating decision maker. The accounting policies of the segments are generally the same as those described in Note 1, Significant Accounting Policies, of the Company's annual report on Form 10-K for the year ended November 3, 2003.

Nordson products are used in a diverse range of industries, including appliance, automotive, bookbinding, circuit board assembly, electronics, food and beverage, furniture, medical, metal finishing, nonwoven products, packaging, semiconductor and telecommunications. Nordson sells its products primarily through a direct, geographically dispersed sales force.

The following table presents information about the Company's reportable segments:

	Adhesive Dispensing and Nonwoven Fiber	Coating and Finishing	Advanced Technology	Corporate	Total
(In thousands)					
Thirteen weeks ended					
May 4, 2003					
Net external sales	$109,612	$26,358	$30,709	$ —	$166,679
Operating profit	22,789	(385)	3,981	(10,787) (a)	15,598
Thirteen weeks ended					
April 28, 2002					
Net external sales	$104,107	$28,923	$30,496	$ —	$163,526
Operating profit	23,024	643	2,091	(8,870) (a)	16,888
Twenty-six weeks ended					
May 4, 2003					
Net external sales	$197,490	$55,332	$59,180	$ —	$312,002
Operating profit	35,205	387	6,409	(15,287) (a)	26,714
Twenty-six weeks ended					
April 28, 2002					
Net external sales	$194,886	$55,744	$57,853	$ —	$308,483
Operating profit	38,191	723	4,930	(13,566) (a)	30,278

(a) For the thirteen and twenty-six weeks ended May 4, 2003 this amount included severance and restructuring costs of $1,446 and $1,468, respectively. For the thirteen and twenty-six weeks ended April 28, 2002, this amount included severance and restructuring costs of $1,005.

A reconciliation of total segment operating income to total consolidated income before income taxes is as follows:

Thirteen weeks ended	May 4, 2003	April 28, 2002
(In thousands)		
Total profit for reportable segments	$ 15,598	$ 16,888
Interest expense	(4,564)	(5,438)
Interest and investment income	212	236
Other-net	827	(74)
Consolidated income before income taxes	$ 12,073	$ 11,612

Twenty-six weeks ended	May 4, 2003	April 28, 2002
(In thousands)		
Total profit for reportable segments	$ 26,714	$ 30,278
Interest expense	(9,254)	(11,116)
Interest and investment income	503	585
Other-net	1,557	353
Consolidated income before income taxes	$ 19,520	$ 20,100

The Company has significant sales in the following geographic regions:

Thirteen weeks ended	May 4, 2003	April 28, 2002
(In thousands)		
North America	$ 69,086	$ 72,903
Europe	60,918	56,306
Japan	17,708	14,907
Pacific South	18,967	19,410
Total net external sales	$166,679	$163,526

Twenty-six weeks ended	May 4, 2003	April 28, 2002
(In thousands)		
North America	$127,239	$144,776
Europe	113,446	102,325
Japan	35,626	27,445
Pacific South	35,691	33,937
Total net external sales	$312,002	$308,483

ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

The following is Management's discussion and analysis of certain significant factors affecting the Company's financial condition and results of operations for the periods included in the accompanying condensed consolidated financial statements.

Results of Operations

Sales

Worldwide sales for the second quarter of 2003 were $166.7 million, a 2% increase from sales of $163.5 million for the comparable period of 2002. Sales volume decreased 5%, while favorable currency effects traced to the weaker U.S dollar increased sales by 7%.

Sales volume for the Company's Adhesive Dispensing segment was down 4%, largely due to a large Fiber system sale in 2002. Advanced Technology sales volume was down 2%. Lower Asymtek sales traced to the continuing global slowdown in the semiconductor and electronics industries were partially offset by higher EFD sales. Sales volume for the Coating and Finishing segment was down 14%, due to continued slow demand for large, engineered systems.

Second quarter sales volume was down 6% in North America, 9% in Europe and 2% in the Pacific South region. Offsetting these decreases was an increase in Japan sales volume of 8% due to higher Advanced Technology sales in that region.

On a year-to-date basis, worldwide sales were $312.0 million, up 1% from 2002. Volume decreased 4%, while favorable currency effects increased sales by 5%. Volume was down 5% in the Adhesive Dispensing segment due to a large Fiber system sale in 2002. Volume was also down 5% in the Coating and Finishing segment because of the continued weak demand for large, engineered systems. Volume in the Advanced Technology segment was flat compared to 2002. Increases in the EFD, UV Curing and Plasma businesses were offset by lower Asymtek sales.

Sales for the twenty-six weeks ended May 4, 2003 were down 12% in North America and 4% in Europe from 2002, while volume in Japan and the Pacific South regions were up 24% and 5%, respectively.

Operating Profit

Operating profit, as a percentage of sales, was 9.4% in the second quarter of 2003, down from 10.3% in 2002. For the first half of 2003, operating profit, as a percent of sales was 8.6%, compared to 9.8% last year. On a segment basis, operating profit as a percent of sales decreased for the Adhesive and the Coating and Finishing segments, both for the second quarter and on a year-to-date basis. The decreases were attributable to lower sales volume and the high level of fixed expenses related to the Company's direct distribution organization and product development activities. Compared to 2002, operating profit as a percent of sales for the Advanced Technology segment increased for both the second quarter and year-to-date periods, because of a sales mix change towards more higher margin EFD sales.

The gross margin percentage for the second quarter of 2003 was 55.9%, up from 53.7% for the second quarter of 2002. The year-to-date gross margin percentage increased from 54.3% in 2002 to 55.2% this year. The increases were primarily due to favorable currency effects. Changes in sales mix also impacted margins favorably.

In light of the difficult economic conditions in 2001 and 2002 the Company incurred costs as a result of workforce reductions. At the end of fiscal 2002, $1.7 million related to these reductions was unpaid. During the first half of 2003 the Company recognized additional expense of $1.5 million related to severance payments to approximately 55 people in the Coating and Finishing and Advanced Technology segments in North America. At May 4, 2003, $1.2 million relating to the year-end 2002 accrual and the 2003 charge was unpaid. It is expected that additional costs of approximately $500,000 related to severance payments will be incurred during the last half of 2003.

Selling and administrative expenses increased 8.4% and 5.6% for the thirteen and twenty-six weeks ended May 4, 2003 compared to the comparable periods of 2002. The increases were due to the effect of currency changes and increases in compensation and benefit costs. Due to the decrease in sales volume, selling and administrative expenses as a percent of sales were 45.6% in the second quarter of 2003, an increase from 42.9% last year. On a year-to-date basis these percentages were 46.2% in 2003 and 44.3% in 2002.

Net Income

Net income for the second quarter of 2003 was $8.1 million or $.24 per share on a diluted basis compared with $7.8 million or $.23 per share on a diluted basis in 2002. Year-to-date net income in 2003 was $13.1 million or $.39 per share, compared to $13.5 or $.40 per share last year.

Compared to 2002, interest expense decreased $.9 million for second quarter and $1.9 million for the first half as a result of lower borrowing levels and lower interest rates. Other income increased $.9 million for the quarter and $1.2 million for the first half, largely due to foreign exchange gains.

Foreign Currency Effects

In the aggregate, average exchange rates for the second quarter and first half of 2003 used to translate international sales and operating results into U.S. dollars compared favorably with average exchange rates existing during the comparable 2002 periods. It is not possible to precisely measure the impact on operating results arising from foreign currency exchange rate changes, because of changes in selling prices, sales volume, product mix and cost structure in each country in which the Company operates. However, if transactions for the second quarter 2003 were translated at exchange rates in effect during the second quarter of 2002, sales would have been approximately $11.7 million lower while third-party costs and expenses would have been approximately $6.7 million lower. If the 2003 year-to-date transactions were translated at exchange rates in effect during 2002, sales would have been approximately $16.9 million lower and third party costs would have been approximately $9.9 million lower.

Financial Condition

At the end of March 2003 the Company acquired full ownership interest in land and a building owned by a partnership that leased office and manufacturing space to the Company. The real estate is located in Duluth, Georgia and serves as the worldwide headquarters for the Company's adhesives businesses. As a result, the Company assumed $10.7 million of debt owed by the partnership and real estate with a net book value of $10.3 million. Prior to March the Company leased the property under an operating lease with a partnership in which the Company was a partner.

During the first half of 2003, net assets increased $10.2 million. This increase is primarily the result of earnings of $13.1 million and $5.5 million from translating foreign net assets at the end of the second quarter when the U.S. dollar was weaker against other currencies than at the prior year-end. Offsetting these increases were dividend payments of $10.1 million.

Working capital, as of the end of the second quarter, increased $25.6 million over the prior year-end. This change consisted primarily of decreases in notes payable, other current liabilities and accounts payable, offset by a decrease in accounts receivable. All changes include increases from the effects of translating into U.S. dollars current amounts denominated in generally stronger foreign currencies.

Receivables decreased as a result of the collection of year-end accounts receivable arising from the higher level of sales in the fourth quarter of 2002 compared to the second quarter of 2003. Accounts payable decreased as a result of lower level of business activity, and other current liabilities decreased as a result of bonus, profit sharing and severance payments during the first quarter.

Cash and cash equivalents increased $1.7 million from the 2002 year-end. Cash provided by operations was $32.0 million, which was used to repay $18.4 million of notes payable. Cash was also used for dividend payments of $10.1 million and for capital expenditures of $2.3 million. Available lines of credit continue to be adequate to meet additional cash requirements over the next year.

Outlook

Improvements have been seen in a number of the Company's business units, with year-to-date orders up 2% from 2002 and backlog approaching the second quarter 2002 level. However, the current economic downturn is still impacting orders for large, engineered systems. Substantial progress continues to be made in the Company's efforts to improve its cost structure and working capital efficiencies and it is well positioned to return to sales and earnings growth when the recovery occurs.

Safe Harbor Statements Under The Private Securities Litigation Reform Act Of 1995

Statements that refer to anticipated trends, events or occurrences in, or expectations for, the future (generally indicated by the use of phrases such as "Nordson expects" or "Nordson believes" or words of similar import or by references to "risks") are "forward-looking statements" intended to qualify for the protection afforded by the Private Securities Litigation Reform Act of 1995. These forward-looking statements are based on current expectations and involve risks and uncertainties. Consequently, the Company's actual results could differ materially from the expectations expressed in the forward-looking statements. Factors that could cause the Company's actual results to differ materially from the expected results include, but are not limited to: deferral of orders, customer-requested delays in system installations, currency exchange rate fluctuations, a sales mix different from assumptions and significant changes in local business conditions in geographic regions in which the Company conducts business.

ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

Information regarding the Company's financial instruments that are sensitive to changes in interest rates and foreign currency exchange rates was disclosed in the Form 10-K filed by the Company on January 27, 2003. The information disclosed has not changed materially in the interim period since November 3, 2002, except for the long-term debt related to real estate in Duluth, Georgia described above. This debt is payable in annual installments through 2010. The variable interest rate is reset weekly and was 1.35 percent at the end of the second quarter.

ITEM 4. CONTROLS AND PROCEDURES

Within 90 days prior to the date of this report, the Company carried out an evaluation, under the supervision and with the participation of the Company's management, including the President and Chief Executive Officer along with the Executive Vice President, Chief Financial and Administrative Officer, of the effectiveness of the design and operation of the Company's disclosure controls and procedures pursuant to the Exchange Act Rule 13a-14. Based upon that evaluation, the Company's President and Chief Executive Officer and the Executive Vice President, Chief Financial and Administrative Officer concluded that the Company's disclosure controls and procedures are effective in timely alerting them to material information relating to the Company (including its consolidated subsidiaries) required to be included in periodic SEC filings. There have been no significant changes in the Company's disclosure controls or in other factors that would significantly affect disclosure controls subsequent to the date the evaluation was carried out.

Part II – Other Information

ITEM 4. SUBMISSION OF MATTERS TO A VOTE OF SECURITY HOLDERS

The Annual Meeting of Shareholders of Nordson Corporation was held on March 6, 2003 for the purpose of electing four directors.

All of management's nominees for directors, as listed in the proxy statement, were elected by the following votes:

Edward P. Campbell	For:	31,433,664
	Withheld:	494,916
William W. Colville	For:	31,580,369
	Withheld:	348,211
Dr. David W. Ignat	For:	31,074,008
	Withheld:	854,572
William P. Madar	For:	30,286,220
	Withheld:	1,642,360

ITEM 6. EXHIBITS AND REPORTS ON FORM 8-K

(a) Exhibits:

Exhibit Number:

99.1 Certification of CEO pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.

99.2 Certification of CFO pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.

(b) A Form 8-K related to an earnings release was filed on May 28, 2003.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

Date: June 16, 2003

Nordson Corporation

By: /s/ PETER S. HELLMAN

Peter S. Hellman
Executive Vice President, Chief Financial and
Administrative Officer
(Principal Financial Officer)

/s/ NICHOLAS D. PELLECCHIA

Nicholas D. Pellecchia
Vice President, Finance and Controller
(Principal Accounting Officer)

Nordson Corporation

CERTIFICATIONS

I, Edward P. Campbell, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Nordson Corporation;

2. Based on my knowledge, this quarterly report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this quarterly report;

3. Based on my knowledge, the financial statements, and other financial information included in this quarterly report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this quarterly report.

4. The registrant's other certifying officers and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-14 and 15d-14) for the registrant and we have:

   a) designed such disclosure controls and procedures to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this quarterly report is being prepared;

   b) evaluated the effectiveness of the registrant's disclosure controls and procedures as of a date within 90 days prior to the filing date of this quarterly report (the "Evaluation Date"); and

   c) presented in this quarterly report our conclusions about the effectiveness of the disclosure controls and procedures based on our evaluation as of the Evaluation Date;

5. The registrant's other certifying officers and I have disclosed, based on our most recent evaluation, to the registrant's auditors and the audit committee of registrant's board of directors (or persons performing the equivalent function):

   a) all significant deficiencies in the design or operation of internal controls which could adversely affect the registrant's ability to record, process, summarize and report financial data and have identified for the registrant's auditors any material weaknesses in internal controls; and

   b) any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal controls; and

6. The registrant's other certifying officers and I have indicated in this quarterly report whether there were significant changes in internal controls or in other factors that could significantly affect internal controls subsequent to the date of our most recent evaluation, including any corrective actions with regard to significant deficiencies and material weaknesses.

Date: June 16, 2003

/s/ EDWARD P. CAMPBELL
Edward P. Campbell,
President and Chief Executive Officer

Nordson Corporation

I, Peter S. Hellman, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Nordson Corporation;

2. Based on my knowledge, this quarterly report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this quarterly report;

3. Based on my knowledge, the financial statements, and other financial information included in this quarterly report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this quarterly report.

4. The registrant's other certifying officers and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-14 and 15d-14) for the registrant and we have:

    a) designed such disclosure controls and procedures to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this quarterly report is being prepared;

    b) evaluated the effectiveness of the registrant's disclosure controls and procedures as of a date within 90 days prior to the filing date of this quarterly report (the "Evaluation Date"); and

    c) presented in this quarterly report our conclusions about the effectiveness of the disclosure controls and procedures based on our evaluation as of the Evaluation Date;

5. The registrant's other certifying officers and I have disclosed, based on our most recent evaluation, to the registrant's auditors and the audit committee of registrant's board of directors (or persons performing the equivalent function):

    a) all significant deficiencies in the design or operation of internal controls which could adversely affect the registrant's ability to record, process, summarize and report financial data and have identified for the registrant's auditors any material weaknesses in internal controls; and

    b) any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal controls; and

6. The registrant's other certifying officers and I have indicated in this quarterly report whether there were significant changes in internal controls or in other factors that could significantly affect internal controls subsequent to the date of our most recent evaluation, including any corrective actions with regard to significant deficiencies and material weaknesses.

Date: June 16, 2003

/s/ PETER S. HELLMAN
Peter S. Hellman,
Executive Vice President, Chief
Financial and Administrative Officer