

FULLER H B CO
Form 4
December 06, 2004

FORM 4

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

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

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF
SECURITIES**

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
FUSTER JOSE M

(Last) (First) (Middle)

1200 WILLOW LAKE
BOULEVARD, P.O. BOX 64683

(Street)

ST. PAUL 55164-0683

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

FULLER H B CO [FUL]

3. Date of Earliest Transaction
(Month/Day/Year)

12/02/2004

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
__X__ Officer (give title below) ____ Other (specify below)

Group President, Latin America

6. 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 (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount (A) or (D)	Price	
Common Stock					981.6 ⁽¹⁾		I By 401(k) Plan
Common Stock					96		D

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

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information contained in this form are not
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SEC 1474
(9-02)

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title a Underlyi (Instr. 3 a		
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title
Common Stock Units	\$ 0 ⁽¹⁰⁾							08/08/1988 ⁽³⁾	08/08/1988 ⁽³⁾	Comm Stock
Employee Stock Option (Right-to-Buy)	\$ 27.375							08/08/1988 ⁽⁴⁾	12/01/2009	Comm Stock
Employee Stock Option (Right-to-Buy)	\$ 18.625							08/08/1988 ⁽⁵⁾	12/07/2010	Comm Stock
Employee Stock Option (Right-to-Buy)	\$ 25.95							08/08/1988 ⁽⁶⁾	01/17/2012	Comm Stock
Employee Stock Option (Right-to-Buy)	\$ 27.9							08/08/1988 ⁽⁷⁾	12/09/2012	Comm Stock
Phantom Units	\$ 0 ⁽²⁾							08/08/1988 ⁽⁹⁾	08/08/1988 ⁽⁹⁾	Comm Stock
Employee Stock Option (Right-to-Buy)	\$ 27.3							08/08/1988 ⁽⁸⁾	12/03/2013	Comm Stock
Common Stock Units	\$ 0 ⁽¹¹⁾							08/08/1988 ⁽¹²⁾	08/08/1988 ⁽¹²⁾	Comm Stock
Common Stock Units	\$ 0 ⁽¹³⁾	12/02/2004		A	2,609			08/08/1988 ⁽¹⁴⁾	08/08/1988 ⁽¹⁴⁾	Comm Stock
Employee Stock Option (Right-to-Buy)	\$ 28.98	12/02/2004		A	10,703			08/08/1988 ⁽¹⁵⁾	12/02/2014	Comm Stock

Reporting Owners

Reporting Owner Name / Address

Relationships

Director

10% Owner

Officer

Other

Group President, Latin America

FUSTER JOSE M
1200 WILLOW LAKE BOULEVARD
P.O. BOX 64683
ST. PAUL 55164-0683

Signatures

Timothy J. Keenan,
Attorney-in-Fact

12/06/2004

__Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) 401(k) Plan: This amount includes shares acquired during the fiscal year pursuant to the H.B. Fuller Company Thrift Plan.
- (2) Deferred Compensation Plan: These units convert into shares of common stock on a 1-for-1 basis.
- (3) 1992 Stock Incentive Plan: This amount includes stock units acquired pursuant to a dividend equivalent reinvestment feature on the H.B. Fuller Company 1992 Stock Incentive Plan.
- (4) 1992 Stock Incentive Plan: This option vests in four equal installments beginning on December 1, 2000.
- (5) 2000 Stock Incentive Plan: This option vests in four equal installments beginning on December 7, 2001.
- (6) 2000 Stock Incentive Plan: This option vests in four equal installments beginning on January 17, 2003.
- (7) 2000 Stock Incentive Plan: This option vests in four equal installments beginning on December 9, 2003.
- (8) 2000 Stock Incentive Plan: This option vests in four equal installment beginning on December 3, 2004.
- (9) Deferred Compensation Plan: Units convert into shares of common stock upon the earlier of certain termination events as specified in the Key Employee Deferred Compensation Plan or such earlier date as selected by the participant.
- (10) 1992 Stock Incentive Plan: These units convert into shares of common stock on a 1-for-1 basis.
- (11) 2000 Stock Incentive Plan: These restricted units convert into shares of common stock on a 1-for-1 basis.
- (12) 2000 Stock Incentive Plan: These restricted units were awarded pursuant to H.B. Fuller Company's 2000 Stock Incentive Plan. The units vest in four equal annual installments beginning on April 15, 2005.
- (13) 2000 Stock Incentive Plan: These restricted units convert into shares of common stock on a 1-for-1 basis.
- (14) 2000 Stock Incentive Plan: These restricted units were awarded pursuant to H.B. Fuller Company's 2000 Stock Incentive Plan. The units will vest effective December 2, 2007.
- (15) 2000 Stock Incentive Plan: This option vests in four equal installments beginning on December 2, 2005.

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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