FULLER H B CO Form 4

January 13, 2005

FORM 4

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

OMB 3235-0287 Number:

response...

OMB APPROVAL

Check this box if no longer subject to Section 16.

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

January 31, Expires: 2005 Estimated average burden hours per

0.5

Form 4 or Form 5 obligations may continue. See Instruction

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

1(b).

Stock

(Print or Type Responses)

1. Name and Address of Reporting Person * GACKI WILLIAM L			2. Issuer Name and Ticker or Trading Symbol FULLER H B CO [FUL]	5. Relationship of Reporting Person(s) Issuer (Check all applicable)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction	(Check an applicable)		
			(Month/Day/Year)	Director 10% Owner		
1200 WILLOW LAKE			01/12/2005	X Officer (give title Other (specify		
BOULEVARD, P.O. BOX 64683				below) below) Vice President, Treasurer		
(Street)			4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check		
			Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person		
ST. PAUL, MN 55164-0683				Form filed by More than One Reporting Person		

(City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1.Title of 2. Transaction Date 2A. Deemed 3. 4. Securities Acquired 5. Amount of 6. Ownership 7. Nature of Security (Month/Day/Year) Execution Date, if Transaction(A) or Disposed of (D) Securities Form: Direct Indirect (Instr. 3) (Instr. 3, 4 and 5) Code Beneficially (D) or Beneficial (Month/Day/Year) (Instr. 8) Owned Indirect (I) Ownership Following (Instr. 4) (Instr. 4) Reported (A) Transaction(s) (Instr. 3 and 4) Code V Amount (D) Price Common 01/12/2005 M 678 A 17,866 D Stock 28.51 Common By 401(k) $1,472.96 \frac{(1)}{2}$ Ι Stock Plan Common $3,333.73 \stackrel{(2)}{=}$ D Stock Common 596 (11) D Stock Common 212 01/12/2005 F D 17,654 D (13)

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

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SEC 1474

(9-02)

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. Transactic Code (Instr. 8)		6. Date Exercisable Date (Month/Day/Year)	•	7. Title and A Underlying So (Instr. 3 and 4
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title
Employee Stock Option (Right-to-Buy)	\$ 27.3			Code V	(A) (D)	08/08/1988(3)	12/03/2013	Common Stock
Employee Stock Option (Right-to-Buy)	\$ 21.5					08/08/1988(4)	12/02/2008	Common Stock
Employee Stock Option (Right-to-Buy)	\$ 27.375					08/08/1988(5)	12/01/2009	Common Stock
Employee Stock Option (Right-to-Buy)	\$ 18.625					08/08/1988(6)	12/07/2010	Common Stock
Employee Stock Option (Right-to-Buy)	\$ 25.95					08/08/1988(7)	01/17/2012	Common Stock
Phantom Stock	\$ 0 (8)	01/12/2005		M	678	08/08/1988 <u>(9)</u>	08/08/1988(9)	Common Stock
Employee Stock Option (Right-to-Buy)	\$ 27.9					08/08/1988(10)	12/09/2012	Common Stock
Employee Stock Option (Right-to-Buy)	\$ 28.98					08/08/1988(12)	12/02/2014	Common Stock

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Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

GACKI WILLIAM L 1200 WILLOW LAKE BOULEVARD P.O. BOX 64683 ST. PAUL, MN 55164-0683

Vice President, Treasurer

Signatures

Timothy J. Keenan, Attorney-in-Fact

01/13/2005

**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 and dividends acquired during the fiscal year pursuant to the H.B. Fuller Company Thrift Plan.
- (2) 1992 Stock Incentive Plan: This amount includes shares acquired pursuant to a dividend reinvestment feature of the H.B. Fuller Company 1992 Stock Incentive Plan.
- (3) 2000 Stock Incentive Plan: This option vests in four equal installment beginning on December 3, 2004.
- (4) 1992 Stock Incentive Plan: This option vests in four equal installments beginning on December 2, 1999.
- (5) 1992 Stock Incentive Plan: This option vests in four equal installments beginning on December 1, 2000.
- (6) 2000 Stock Incentive Plan: This option vests in four equal installments beginning on December 7, 2001.
- (7) 2000 Stock Incentive Plan: This option vests in four equal installments beginning on January 17, 2003.
- (8) Deferred Compensation Plan: These units convert into shares of common stock on a 1-for-1 basis.
- (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) 2000 Stock Incentive Plan: This option vests in four equal installments beginning on December 9, 2003.
- (11) 2000 Stock Incentive Plan: These restricted shares were awarded pursuant to H.B. Fuller Company's 2000 Stock Incentive Plan. The shares will vest effective December 2, 2007.
- (12) 2000 Stock Incentive Plan: This option vests in four equal installments beginning on December 2, 2005.
- (13) Key Employee Deferred Compensation Plan: Shares withheld for taxes on 678 shares issued pursuant to reporting employee's prior election agreement under the Key Employee Deferred Compensation Plan.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

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