FULLER H B CO Form 4

February 01, 2005

### 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

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

Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,

1(b).

(Print or Type Responses)

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

(First) (Middle) (Last)

1200 WILLOW LAKE BOULEVARD, P.O. BOX 64683

(Street)

ST. PAUL 55164-0683

Common

Common

Stock

Stock

2. Issuer Name and Ticker or Trading Symbol

FULLER H B CO [FUL]

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

01/28/2005

4. If Amendment, Date Original

Filed(Month/Day/Year)

**OMB APPROVAL** 

**OMB** Number:

3235-0287

2005

January 31, Expires:

Estimated average

burden hours per

response... 0.5

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner

X\_ Officer (give title Other (specify below) 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

(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	5. Amount of	6. Ownership	7. Nature of
Security	(Month/Day/Year)	Execution Date, if	Transactio	nAcquired (A) or	Securities	Form: Direct	Indirect
(Instr. 3)		any	Code	Disposed of (D)	Beneficially	(D) or	Beneficial
		(Month/Day/Year)	(Instr. 8)	(Instr. 3, 4 and 5)	Owned	Indirect (I)	Ownership
					Following	(Instr. 4)	(Instr. 4)
					Reported		

(A) Transaction(s) or (Instr. 3 and 4)

Code V Amount (D) Price

 $1,040.66 \frac{(1)}{}$ Ι

By 401(k) Plan

D

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

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429

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. Transactic Code (Instr. 8)	5. Number on f Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable Date (Month/Day/Year)	-	7. Title and Underlying (Instr. 3 an
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title
Common Stock Units	\$ 0 (10)					08/08/1988(3)	08/08/1988(3)	Common Stock
Employee Stock Option (Right-to-Buy)	\$ 27.375					08/08/1988(4)	12/01/2009	Commo
Employee Stock Option (Right-to-Buy)	\$ 18.625					08/08/1988(5)	12/07/2010	Commo
Employee Stock Option (Right-to-Buy)	\$ 25.95					08/08/1988 <u>(6)</u>	01/17/2012	Commo
Employee Stock Option (Right-to-Buy)	\$ 27.9					08/08/1988(7)	12/09/2012	Commo
Phantom Units	\$ 0 (2)					08/08/1988(9)	08/08/1988(9)	Commo
Employee Stock Option (Right-to-Buy)	\$ 27.3					08/08/1988(8)	12/03/2013	Common Stock
Common Stock Units	\$ 0 (11)					08/08/1988(12)	08/08/1988(12)	Commo
Phantom Units	\$ 0 (13)	01/28/2005		A	36.47	08/08/1988(14)	08/08/1988(14)	Commo

### **Reporting Owners**

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		

FUSTER JOSE M 1200 WILLOW LAKE BOULEVARD P.O. BOX 64683 Group President, Latin America

Reporting Owners 2

ST. PAUL 55164-0683

### **Signatures**

Timothy J. Keenan, Attorney-in-Fact

02/01/2005

\*\*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) 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) Deferred Compensation Plan: These units (acquired after 12-31-04) convert into shares of common stock on a 1-for-1 basis.
- Deferred Compensation Plan: These units (acquired after 12-31-04) 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, subject to holding periods required by law.
- (15) Key Employee Deferred Compensation Plan Dividend Reinvestment: This amount (acquired after 12-31-04) includes stock units acquired pursuant to a dividend equivalent feature of the Key Employees' 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.

Signatures 3