

FULLER H B CO
Form 4
January 25, 2007

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
LARGE STEPHEN J

(Last) (First) (Middle)

1200 WILLOW LAKE
BOULEVARD, P.O. BOX 64683

(Street)

ST. PAUL, MN 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)
01/24/2007

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Grp Pres, Gen'l Mgr, FV/S

6. Individual or Joint/Group Filing(Check Applicable Line)
 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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|--------------------------------------------|
| | | | Code | V Amount (A) or (D) Price | | | |
| Common Stock | | | | | 3,511.87 ⁽¹⁾ | I | By 401(k) Plan |
| Common Stock | 01/24/2007 | | M | 5,268 A \$ 13.95 | 45,474.23 ⁽⁸⁾ ⁽¹⁵⁾ | D | |
| Common Stock | 01/24/2007 | | S | 200 D \$ 26.1 | 45,274.23 | D | |
| Common Stock | 01/24/2007 | | S | 200 D \$ 26.09 | 45,074.23 | D | |
| Common Stock | 01/24/2007 | | S | 1,200 D \$ 26.08 | 43,874.23 | D | |

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| | | | | | | | |
|--------------------------------------|------------|---|-------|---|----------|-----------------------------------------|---|
| Common Stock | 01/24/2007 | S | 100 | D | \$ 26.07 | 43,774.23 | D |
| Common Stock | 01/24/2007 | S | 500 | D | \$ 26.06 | 43,274.23 | D |
| Common Stock | 01/24/2007 | S | 260 | D | \$ 26.05 | 43,014.23 | D |
| Common Stock | 01/24/2007 | S | 700 | D | \$ 26.04 | 42,314.23 | D |
| Common Stock | 01/24/2007 | S | 300 | D | \$ 26.02 | 42,014.23 | D |
| Common Stock | 01/24/2007 | S | 100 | D | \$ 26 | 41,914.23 | D |
| Common Stock | 01/24/2007 | S | 1,108 | D | \$ 25.99 | 40,806.23 | D |
| Common Stock | 01/24/2007 | S | 200 | D | \$ 25.97 | 40,606.23 | D |
| Common Stock | 01/24/2007 | S | 300 | D | \$ 25.96 | 40,306.23 | D |
| Common Stock | 01/24/2007 | S | 100 | D | \$ 25.92 | 40,206.23 ⁽⁸⁾ <u>(15)</u> | D |
| Part 1 of 4 (see continued forms) | | | | | | 0 | D |

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

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(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. 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 and Underlying (Instr. 3 and 4) | |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|------------------------------------------|-------|
| | | | | | | Date Exercisable | Expiration Date | Title |
| | | | | | | Code | V (A) (D) | |

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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.

- (5) 2000 Stock Incentive Plan: This option vests in four equal annual installment beginning on December 3, 2004.
- (6) 1992 Stock Incentive Plan: These units convert into shares of common stock on a 1-for-1 basis.
- (7) 2000 Stock Incentive Plan: This option vests in four equal annual installments beginning on December 9, 2003.
2000 Stock Incentive Plan: Includes 32,208.23 restricted shares awarded pursuant to H.B. Fuller Company's 2000 Stock Incentive Plan. Amounts include 2678 restricted shares which will vest in four equal annual installments beginning on 4-15-05, 15,844 restricted shares which will vest effective December 2, 2007 and 14,366 restricted shares which will vest effective December 1, 2008. Total amount also includes restricted shares acquired pursuant to a dividend reinvestment feature of the 2000 Stock Incentive Plan. All holdings changed to reflect August 4, 2006 2:1 stock split.
- (8) 2000 Stock Incentive Plan: This option vests in four equal annual installments beginning on December 2, 2005.
- (9) 2000 Stock Incentive Plan: This option vests in four equal annual installments beginning on December 1, 2006.
- (10) 2000 Stock Incentive Plan: This option vests in four equal annual installments beginning on December 1, 2006.
- (11) 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.
- (12) 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.
- (13) Key Employee Deferred Compensation Plan Dividend Reinvestment: This amount includes stock units acquired pursuant to a dividend equivalent feature of the Key Employees' Deferred Compensation Plan.
- (14) Key Employee Deferred Compensation Plan Dividend Reinvestment: This amount includes stock units acquired pursuant to a dividend equivalent feature of the Key Employees' Deferred Compensation Plan.
- (15) 2000 Stock Incentive Plan: Includes 7080 restricted shares awarded pursuant to H.B. Fuller Company's 2000 Stock Incentive Plan. The shares will vest effective December 4, 2009.
- (16) 2000 Stock Incentive Plan: This option vests in four equal annual installments beginning December 4, 2007.

Remarks:

Part 1 of 4 (see continued forms).

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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