FULLER H B CO Form 4

December 08, 2008

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

OMB APPROVAL

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Check this box if no longer

subject to Section 16. Form 4 or

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

Washington, D.C. 20549

Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * **CORRADINI FABRIZIO**

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

FULLER H B CO [FUL]

(First) (Last)

3. Date of Earliest Transaction

Director 10% Owner

1200 WILLOW LAKE BLVD., P.O.

(Street)

BOX 64683

12/04/2008

(Month/Day/Year)

X_ Officer (give title Other (specify below)

(Middle)

V.P. & Chief Strategy Officer

(Check all applicable)

4. If Amendment, Date Original

Applicable Line)

Filed(Month/Day/Year)

A

X Form filed by One Reporting Person Form filed by More than One Reporting

6. Individual or Joint/Group Filing(Check

Person

ST. PAUL, MN 55164-0683

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 3. 4. Securities

1.Title of Security (Instr. 3)

2. Transaction Date 2A. Deemed (Month/Day/Year) Execution Date, if

(Month/Day/Year)

TransactionAcquired (A) or Code Disposed of (D) (Instr. 3, 4 and 5) (Instr. 8)

5. Amount of Securities Beneficially Owned Following Reported

6. Ownership 7. Nature of Form: Direct Indirect (D) or Beneficial Indirect (I) Ownership (Instr. 4) (Instr. 4)

(A) or

Transaction(s) (Instr. 3 and 4) Price

Common

Stock

12/04/2008

Code V Amount (D) \$0 5,810

A

5,810 (1)

D

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)

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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 of orDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amour Underlying Securit (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amo Num Shar
Restricted Stock Units	\$ 0 (2)					(3)	12/06/2010	Common Stock	3,6
Employee Stock Option (Right-to-Buy)	\$ 26.65					<u>(5)</u>	12/06/2017	Common Stock	14
Employee Stock Option (Right-to-Buy)	\$ 14.15	12/04/2008		A	25,233	<u>(6)</u>	12/04/2018	Common Stock	25

Reporting Owners

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

CORRADINI FABRIZIO 1200 WILLOW LAKE BLVD. P.O. BOX 64683 ST. PAUL, MN 55164-0683

V.P. & Chief Strategy Officer

Signatures

/s/ Timothy J. Keenan, Attorney-in-Fact

**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) Amended and Restated 2000 Stock Incentive Plan: These restricted shares vest effective December 4, 2011.
- (2) Amended and Restated 2000 Stock Incentive Plan: These restricted stock units convert into shares of common stock on a 1-for-1 basis.
- (3) Amended and Restated 2000 Stock Incentive Plan: These restricted stock units vest effective December 6, 2010.
- (4) Amended and Restated 2000 Stock Incentive Plan: These restricted units include stock units acquired pursuant to a dividend equivalent reinvestment feature of H.B. Fuller Company's Amended and Restated 2000 Stock Incentive Plan.
- (5) Amended and Restated 2000 Stock Incentive Plan: This option vests in four equal annual installments beginning on December 6, 2008.
- (6) Amended and Restated 2000 Stock Incentive Plan: This option vests in four equal annual installments beginning on December 4, 2009. 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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Reporting Owners 2