Edgar Filing: FULLER H B CO - Form 4

| FULLER H I Form 4 | B CO | | | | | | | | | |
|---|---|--------------------|---|--------------------|---|-------------------------------------|---|---|--|-------------------|
| December 19 | 9, 2005 | | | | | | | | | |
| FORM 4 UNITED STATES SECURITIES AND EXCHANCE COMMISSION | | | | | | | | | OMB APPROVAL | |
| | UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549 | | | | | | OMB Number: | 3235-0287 | | |
| Check thi if no long subject to Section 10 Form 4 or Form 5 obligatior may conti | F CHANGES IN BENEFICIAL OW SECURITIES Section 16(a) of the Securities Exchang Public Utility Holding Company Act of of the Investment Company Act of 19 | | | | | ge Act of 1934, f 1935 or Sectio | Estimated average burden hours per response 0.8 | | | |
| <i>See</i> Instru 1(b). | iction | 30(II) | of the filt | estinent | Company | Act | 01 19 | 40 | | |
| (Print or Type R | Responses) | | | | | | | | | |
| 1. Name and Address of Reporting Person <u>*</u> FEENAN JOHN A | | | 2. Issuer Name and Ticker or Trading Symbol FULLER H B CO [FUL] | | | | g | 5. Relationship of Reporting Person(s) to Issuer | | |
| (Last) | (First) | (Middle) | 3. Date of Earliest Transaction | | | (Cne | (Check all applicable) | | | |
| (class) (class) (class) (class) (class) | | | (Month/Day/Year) 12/16/2005 4. If Amendment, Date Original Filed(Month/Day/Year) | | | | | Director10% Owner XOfficer (give titleOther (specify below)Below) Sr. VP, CFO 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person | | |
| | | | | | | | | | | |
| (City) | (State) | (Zip) | Table | e I - Non-Do | erivative S | ecurit | ties Ac | quired, Disposed o | of, or Beneficia | lly Owned |
| 1.Title of Security (Instr. 3) | 2. Transaction (Month/Day/Ye | ear) Execution any | on Date, if | Code (Instr. 8) | 4. Securities onAcquired (A) or Disposed of (D) (Instr. 3, 4 and 5) (A) or | |) 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | rities Form: Direct eficially (D) or led Indirect (I) owing (Instr. 4) orted saction(s) | |
| Common Stock | | | | Code V | Amount | (D) | Price | 270.15 <u>(5)</u> | I | By 401(k) Plan |
| Common Stock | | | | | | | | 15,236.56 <u>(7)</u> | D | |

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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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. Transacti Code (Instr. 8) | 5. Number on f 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 an |
|---|---|---|---|---------------------------------------|---|--|-----------------------|--|
| | | | | Code V | (A) (D) | Date Exercisable | Expiration Date | Title |
| Employee Stock Option (Right-to-Buy) | \$ 24.45 | | | | | 08/08/1988 <u>(1)</u> | 10/01/2013 | Commo Stock |
| Phantom Units | \$ 0 <u>(2)</u> | | | | | 08/08/1988 <u>(3)</u> | 08/08/1988 <u>(3)</u> | Commo Stock |
| Employee Stock Option (Right-to-Buy) | \$ 27.3 | | | | | 08/08/1988(4) | 12/03/2013 | Commo Stock |
| Employee Stock Option (Right-to-Buy) | \$ 28.98 | | | | | 08/08/1988 <u>(6)</u> | 12/02/2014 | Commo Stock |
| Phantom Units | \$ 0 <u>(9)</u> | 12/16/2005 | | А | 66.05 | 08/08/1988(10) | 08/08/1988(10) | Commo Stock |
| Employee Stock Option (Right-to-Buy) | \$ 32.03 | | | | | 08/08/1988(12) | 12/01/2015 | Commo Stock |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | | | | |
|--|----------------------------|-----------|-------------|-------|--|--|--|
| | Director 10% Owner Officer | | Officer | Other | | | |
| FEENAN JOHN A P.O. BOX 64683 ST. PAUL, MN 55164-0683 | | | Sr. VP, CFO | | | | |
| Signatures | | | | | | | |
| Timothy J. Keenan, Attorney-in-Fact | | 12/19/200 | 5 | | | | |
| **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) 2000 Stock Incentive Plan This option vests in four equal installments beginning on August 25, 2004.
- (2) Deferred Compensation Plan: These units convert into shares of common stock on a 1-for-1 basis.
- (3) 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.
- (4) 2000 Stock Incentive Plan: This option vests in four equal installment beginning on December 3, 2004.
- (5) 401(k) Plan: This amount includes shares and dividends acquired during the fiscal year pursuant to the H.B. Fuller Company Thrift Plan.
- (6) 2000 Stock Incentive Plan: This option vests in four equal installments beginning on December 2, 2005.

2000 Stock Incentive Plan: These restricted shares were awarded pursuant to H.B. Fuller Company's 2000 Stock Incentive Plan. Amount
 includes 7922 restricted shares that vest effective December 2, 2007, and 7183 restricted shares that vest effective December 1, 2008. Total amount also includes restricted shares acquired pursuant to a dividend reinvestment feature of the 2000 Stock Incentive Plan.

- (8) 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.
- (9) 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
 (10) 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.

- (11) 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.
- (12) 2000 Stock Incentive Plan: This option vests in four equal installments beginning on December 1, 2006.

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.