FULLER H B CO Form 4 January 04, 2006

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5

obligations

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

may continue.

See Instruction

30(h) of the Investment Company Act of 1940

1(b).

Stock

(Print or Type Responses)

1. Name and A		2. Issuer Name and Ticker or Trading Symbol			5. Relationship of Reporting Person(s) to Issuer			
(Last)	FULI	LER H B CC	-		(Check all applicable)			
1200 WILL		(Montl 12/30	n/Day/Year) 1/2005	ansaction		X Director Officer (given below)		% Owner her (specify
ST. PAUL 5	(Street)		mendment, Da Month/Day/Year)	Č		Applicable Line) _X_ Form filed by	Joint/Group Filing y One Reporting Port More than One Ro	erson
(City)		(Zip) Ta	able I - Non-D	erivative S	ecurities Ac	Person equired, Disposed	of, or Beneficia	lly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)		3. if Transaction Code ar) (Instr. 8)	4. Securit onAcquired Disposed (Instr. 3,	(A) or of (D) 4 and 5) (A) or	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 Beneficial Ownership (Instr. 4)
Common Stock			Code V	Amount	(D) Price	1,375.68 (4)	D	
Common						2,102	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)

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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 proof Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisab Date (Month/Day/Year	•	7. Title and Amount Underlying Securitie (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amour Number Shares
Stock Units	\$ 0 (1)					08/08/1988(2)	08/08/1988(2)	Common Stock	3,813
Stock Units	\$ 0 (5)	12/30/2005		A	171.5	08/08/1988(6)	08/08/1988(6)	Common Stock	171

Reporting Owners

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		
EEDEHN KNUT						
WILLOW LAKE BOULEVARD	Y					

Signatures

P.O. BOX 64683 ST. PAUL 55164-0683

KLE 1200

Timothy J. Keenan, Attorney-in-Fact 01/04/2006

**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) Deferred Compensation Plan: These units convert into shares of common stock on a 1-for-1 basis.
- Directors' Deferred Compensation Plan: These stock units were acquired pursuant to the H.B. Fuller Company's Directors' Deferred (2) Compensation Plan. These stock units will be converted into shares of common stock upon retirement, death, disability or certain specified events, all as defined in such plan.
- (3) Directors' Deferred Compensation Plan Dividend Reinvestment: This amount includes stock units acquired pursuant to a dividend equivalent feature of the Directors' Deferred Compensation Plan.
- (4) 1998 Directors' Stock Plan Dividend Reinvestment: This amount includes shares acquired pursuant to a dividend reinvestment feature of the 1998 Directors' Stock Plan.
- (5) Deferred Compensation Plan: These units (acquired after 12-31-04) convert into shares of common stock on a 1-for-1 basis.
 - Directors' Deferred Compensation Plan: These stock units (acquired after 12-31-04) were acquired pursuant to the H.B. Fuller Company's
- (6) Directors' Deferred Compensation Plan. These stock units will be converted into shares of common stock upon retirement, death, disability or certain specified events, all as defined in such plan, subject to holding periods required by law.

Reporting Owners 2

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(7) Directors' Deferred Compensation Plan Dividend Reinvestment: This amount (acquired after 12-31-04)includes stock units acquired pursuant to a dividend equivalent feature of the Directors' 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.