FULLER H B CO Form 5

January 11, 2006

## FORM 5

#### **OMB APPROVAL**

3235-0362

2005

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

Number: January 31, Expires:

**OMB** 

no longer subject to Section 16. Form 4 or Form 5 obligations may continue.

Check this box if

ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Estimated average burden hours per response... 1.0

See Instruction Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, 1(b). Form 3 Holdings Section 17(a) of the Public Utility Holding Company Act of 1935 or Section Reported

Form 4

30(h) of the Investment Company Act of 1940

Transactions Reported

1. Name and Ac NUSSBAUM			2. Issuer Name <b>and</b> Ticker or Trading Symbol FULLER H B CO [FUL]	5. Relationship of Reporting Person(s) to Issuer		
(Last)  1200 WILLO BOULEVAR		(Middle)	3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year) 12/03/2005	(Check all applicable)  Director 10% OwnerX Officer (give title Other (specify below)  Grp Pres, Genl Mgr, Europe		
BOOLEVIII	(Street)	071 04005	4. If Amendment, Date Original Filed(Month/Day/Year)	6. Individual or Joint/Group Reporting  (check applicable line)		

### ST. PAULÂ 55164-0683

\_X\_ Form Filed by One Reporting Person Form Filed by More than One Reporting

(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 (Month/Day/Year) Execution Date, if Transaction Acquired (A) or Form: Direct Indirect Security Securities (Instr. 3) Code Disposed of (D) Beneficially (D) or Beneficial (Month/Day/Year) (Instr. 8) (Instr. 3, 4 and 5) Owned at end Indirect (I) Ownership of Issuer's (Instr. 4) (Instr. 4) (A) Fiscal Year or (Instr. 3 and 4) Amount (D) Price Common Â Â Â Â Â Â Â 1.32 D Stock Common Â Â Â Â  $2,746.4 \frac{(4)}{}$ Â Â Â D Stock By 401(k) Common Â Â Â Â Â Â  $2,726.31 \frac{(1)}{}$  I Stock Plan Common Â Â Â Â Â Â Â D 12,198 Stock

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

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SEC 2270 (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 an
					(A)	(D)	Date Exercisable	Expiration Date	Title
Common Stock Units	\$ 0 (3)	Â	Â	Â	Â	Â	08/08/1988(14)	08/08/1988(14)	Common Stock
Employee Stock Option (Right-to-Buy)	\$ 21.5	Â	Â	Â	Â	Â	08/08/1988(5)	12/02/2008	Common Stock
Employee Stock Option (Right-to-Buy)	\$ 27.375	Â	Â	Â	Â	Â	08/08/1988(6)	12/01/2009	Common Stock
Employee Stock Option (Right-to-Buy)	\$ 18.625	Â	Â	Â	Â	Â	08/08/1988(7)	12/07/2010	Common Stock
Employee Stock Option (Right-to-Buy)	\$ 25.95	Â	Â	Â	Â	Â	08/08/1988(8)	01/17/2012	Common Stock
Employee Stock Option (Right-to-Buy)	\$ 27.9	Â	Â	Â	Â	Â	08/08/1988(9)	12/09/2012	Common Stock
Phantom Stock	\$ 0 (10)	Â	Â	Â	Â	Â	08/08/1988(11)	08/08/1988(11)	Common Stock
Employee Stock Option (Right-to-Buy)	\$ 27.3	Â	Â	Â	Â	Â	08/08/1988(2)	12/03/2013	Common Stock
Common Stock Units	\$ 0 (12)	Â	Â	Â	Â	Â	08/08/1988(13)	08/08/1988(13)	Common Stock
Common Stock Units	\$ 0 (15)	Â	Â	Â	Â	Â	08/08/1988(16)	08/08/1988(16)	Common Stock
	\$ 28.98	Â	Â	Â	Â	Â	08/08/1988(17)	12/02/2014	

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**Employee Stock Option** (Right-to-Buy) Commor Stock

Phantom Stock  $\$ 0 \frac{(18)}{}$ 

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 $\hat{A}$   $\hat{A}$  08/08/1988(19) 08/08/1988(19)

Common Stock

## **Reporting Owners**

Relationships Reporting Owner Name / Address

Director 10% Owner Officer

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Other

NUSSBAUMER WALTER 1200 WILLOW LAKE BOULEVARD P.O. BOX 64683 ST. PAULÂ 55164-0683

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Grp Pres, Genl Mgr, Europe

**Signatures** 

Timothy J. Keenan, Attorney-in-Fact

01/11/2006

\*\*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).
- 401(k) Plan: This amount includes shares and dividends acquired during the fiscal year pursuant to the H.B. Fuller Company Thrift Plan. **(1)**
- 2000 Stock Incentive Plan: This option vests in four equal installment beginning on December 3, 2004. **(2)**
- 1992 Stock Incentive Plan: These units convert into shares of common stock on a 1-for-1 basis. **(3)**
- 1992 Stock Incentive Plan: This amount includes shares acquired pursuant to a dividend reinvestment feature of the H.B. Fuller **(4)** Company 1992 Stock Incentive Plan.
- 1992 Stock Incentive Plan: This option vests in four equal installments beginning on December 2, 1999. **(5)**
- **(6)** 1992 Stock Incentive Plan: This option vests in four equal installments beginning on December 1, 2000.
- **(7)** 2000 Stock Incentive Plan: This option vests in four equal installments beginning on December 7, 2001.
- 2000 Stock Incentive Plan: This option vests in four equal installments beginning on January 17, 2003. **(8)**
- **(9)** 2000 Stock Incentive Plan: This option vests in four equal installments beginning on December 9, 2003.
- (10) Deferred Compensation Plan: These units convert into shares of common stock on a 1-for-1 basis.
- 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.
- (12) 2000 Stock Incentive Plan: These restricted units convert into shares of common stock on a 1-for-1 basis.
- 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.
- 1992 Stock Incentive Plan: This amount includes stock units acquired pursuant to a dividend equivalent reinvestment feature on the H.B. **(14)** Fuller Company 1992 Stock Incentive Plan.
- (15) 2000 Stock Incentive Plan: These restricted units convert into shares of common stock on a 1-for-1 basis.
- 2000 Stock Incentive Plan: These restricted units were awarded pursuant to H.B. Fuller Company's 2000 Stock Incentive Plan. The units (16)will vest effective December 2, 2007.

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- (17) 2000 Stock Incentive Plan: This option vests in four equal installments beginning on December 2, 2005.
- (18) 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
- (19) 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.
- (20) 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 provided 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.