

FULLER H B CO
Form 4
February 02, 2006

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 *
FEENAN JOHN A

(Last) (First) (Middle)
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)
01/31/2006

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)
Sr. VP, CFO

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| Common Stock | | | | (A) or (D) Price | 270.15 ⁽⁵⁾ | I | By 401(k) Plan |
| Common Stock | | | | (A) or (D) Price | 15,236.56 ⁽⁷⁾ | 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)

| 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 Underlying (Instr. 3) | |
|--|--|--------------------------------------|--|--------------------------------|---|--|--------------------------------|----------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title |
| Employee Stock Option (Right-to-Buy) | \$ 24.45 | | | | | 08/08/1988 ⁽¹⁾ | 10/01/2013 | Comm Sto |
| Phantom Units | \$ 0 ⁽²⁾ | | | | | 08/08/1988 ⁽³⁾ | 08/08/1988 ⁽³⁾ | Comm Sto |
| Employee Stock Option (Right-to-Buy) | \$ 27.3 | | | | | 08/08/1988 ⁽⁴⁾ | 12/03/2013 | Comm Sto |
| Employee Stock Option (Right-to-Buy) | \$ 28.98 | | | | | 08/08/1988 ⁽⁶⁾ | 12/02/2014 | Comm Sto |
| Phantom Units | \$ 0 ⁽⁹⁾ | 01/31/2006 | | A | 4,077.19 | 08/08/1988 ⁽¹⁰⁾ | 08/08/1988 ⁽¹⁰⁾ | Comm Sto |
| Employee Stock Option (Right-to-Buy) | \$ 32.03 | | | | | 08/08/1988 ⁽¹²⁾ | 12/01/2015 | Comm Sto |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-------------|-------|
| | Director | 10% Owner | Officer | Other |
| FEENAN JOHN A P.O. BOX 64683 ST. PAUL, MN 55164-0683 | | | Sr. VP, CFO | |

Signatures

Timothy J. Keenan,
Attorney-in-Fact

02/02/2006

**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) 2000 Stock Incentive Plan - This option vests in four equal installments beginning on August 25, 2004.

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- (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.