

FULLER H B CO
Form 4
April 19, 2006

FORM 4

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

OMB APPROVAL

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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 *
LARGE STEPHEN J

(Last) (First) (Middle)

1200 WILLOW LAKE
BOULEVARD, 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)
04/17/2006

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)
Grp Pres, Gen'l Mgr, FV/S

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 Indirect or Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| Common Stock | | | | | 1,754.09 ⁽¹⁾ | I | By 401(k) Plan |
| Common Stock | 04/17/2006 | | M | 346.101 D | \$ 53.71 15,974.9 ⁽⁸⁾ | D | |
| Common Stock | 04/17/2006 | | A | 346.101 A | \$ 53.71 573.101 | D | |
| Common Stock | 04/17/2006 | | F | 114 ⁽¹⁵⁾ D | \$ 53.71 459.101 | D | |
| Common Stock | 04/17/2006 | | D | 0.101 ⁽¹⁶⁾ D | \$ 53.71 459 | D | |

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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.

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 and Underlying Security (Instr. 3 and 4) | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title |
| Common Stock Units | \$ 0 ⁽⁶⁾ | | | | | 08/08/1988 ⁽⁴⁾ | 08/08/1988 ⁽⁴⁾ | Common Stock |
| Phantom Stock | \$ 0 ⁽³⁾ | | | | | 08/08/1988 ⁽²⁾ | 08/08/1988 ⁽²⁾ | Common Stock |
| Employee Stock Option (Right-to-Buy) | \$ 27.3 | | | | | 08/08/1988 ⁽⁵⁾ | 12/03/2013 | Common Stock |
| Employee Stock Option (Right-to-Buy) | \$ 27.9 | | | | | 08/08/1988 ⁽⁷⁾ | 12/09/2012 | Common Stock |
| Employee Stock Option (Right-to-Buy) | \$ 28.98 | | | | | 08/08/1988 ⁽⁹⁾ | 12/02/2014 | Common Stock |
| Employee Stock Option (Right-to-Buy) | \$ 32.03 | | | | | 08/08/1988 ⁽¹⁰⁾ | 12/01/2015 | Common Stock |
| Phantom Units | \$ 0 ⁽¹¹⁾ | | | | | 08/08/1988 ⁽¹²⁾ | 08/08/1988 ⁽¹²⁾ | Common Stock |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--------------------------------|---------------|-----------|---------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| | | | Grp Pres, Gen'l Mgr, FV/S | |

LARGE STEPHEN J
1200 WILLOW LAKE BOULEVARD
P.O. BOX 64683
ST. PAUL, MN 55164-0683

Signatures

Timothy J. Keenan,
Attorney-in-Fact

04/19/2006

__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) 401(k) Plan: This amount includes shares and dividends acquired during the fiscal year pursuant to the H.B. Fuller Company Thrift Plan.
- (2) 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.
- (3) Deferred Compensation Plan: These units convert into shares of common stock on a 1-for-1 basis.
- (4) 1992 Stock Incentive Plan: This amount includes stock units acquired pursuant to a dividend equivalent reinvestment feature on the H.B. Fuller Company 1992 Stock Incentive Plan.
- (5) 2000 Stock Incentive Plan: This option vests in four equal installment beginning on December 3, 2004.
- (6) 1992 Stock Incentive Plan: These units convert into shares of common stock on a 1-for-1 basis.
- (7) 2000 Stock Incentive Plan: This option vests in four equal installments beginning on December 9, 2003.
- 2000 Stock Incentive Plan: These restricted shares were awarded pursuant to H.B. Fuller Company's 2000 Stock Incentive Plan.
- (8) Amounts include 1339 restricted shares which will vest in four equal installments beginning on 4-15-05, 7922 restricted shares which will vest effective December 2, 2007 and 7183 restricted shares which will vest effective December 1, 2008. Total amount also includes restricted shares acquired pursuant to a dividend reinvestment feature of the 2000 Stock Incentive Plan.
- (9) 2000 Stock Incentive Plan: This option vests in four equal installments beginning on December 2, 2005.
- (10) 2000 Stock Incentive Plan: This option vests in four equal installments beginning on December 1, 2006.
- (11) 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
- (12) 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.
- (13) 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.
- (14) 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.
- (15) 2000 Stock Incentive Plan: Shares withheld for taxes on 346.101 restricted shares issued pursuant to the 2000 Stock Incentive Plan.
- (16) Cash settlement of fractional shares in connection with the vesting of restricted stock held by reporting person.

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.