FULLER H B CO Form 4 May 03, 2005

FORM 4

OMB APPROVAL

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

OMB Number: 3235-0287

Check this box if no longer subject to Section 16.

Expires: January 31, 2005

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Estimated average burden hours per response... 0.5

Form 4 or Form 5 obligations may continue. See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * NUSSBAUMER WALTER			2. Issuer Name and Ticker or Trading Symbol FULLER H B CO [FUL]	5. Relationship of Reporting Person(s) to Issuer			
(Last)	(First)	(Middle)	3. Date of Earliest Transaction	(Check all applicable)			
1200 WILLOW LAKE BOULEVARD, P.O. BOX 64683		OX 64683	(Month/Day/Year) 05/02/2005	Director 10% Owner _X_ Officer (give title Other (specify below) Grp Pres, Genl Mgr, Europe			
	(Street)		4. If Amendment, Date Original Filed(Month/Day/Year)	6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person			
ST. PAUL 55	5164-0683			Form filed by More than One Reporting Person			

(City)	(State) (Z	Zip) Table	I - Non-D	erivative S	Securi	ities Ac	quired, Disposed	of, or Beneficial	lly 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 onAcquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock			Code V	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4) 0.743	D	
Common Stock							2,713.85 <u>(4)</u>	D	
Common Stock							2,536.59 (1)	I	By 401(k) Plan
Common Stock	05/02/2005		S	400 (21)	D	\$ 31	13,047	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)

 $\label{thm:convergence} \begin{tabular}{ll} Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned \\ (e.g., puts, calls, warrants, options, convertible securities) \end{tabular}$

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. onNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)			7. Title and A Underlying St (Instr. 3 and 4
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title
Common Stock Units	\$ 0 (3)					08/08/1988(14)	08/08/1988(14)	Common Stock
Employee Stock Option (Right-to-Buy)	\$ 21.5					08/08/1988(5)	12/02/2008	Common Stock
Employee Stock Option (Right-to-Buy)	\$ 27.375					08/08/1988(6)	12/01/2009	Common Stock
Employee Stock Option (Right-to-Buy)	\$ 18.625					08/08/1988(7)	12/07/2010	Common Stock
Employee Stock Option (Right-to-Buy)	\$ 25.95					08/08/1988(8)	01/17/2012	Common Stock
Employee Stock Option (Right-to-Buy)	\$ 27.9					08/08/1988(9)	12/09/2012	Common Stock
Phantom Stock	\$ 0 (10)					08/08/1988(11)	08/08/1988(11)	Common Stock
Employee Stock Option (Right-to-Buy)	\$ 27.3					08/08/1988(2)	12/03/2013	Common Stock
Common Stock Units	\$ 0 (12)					08/08/1988(13)	08/08/1988(13)	Common Stock
Common Stock Units	\$ 0 (15)					08/08/1988(16)	08/08/1988(16)	Common Stock

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Employee

Common **Stock Option** 08/08/1988(17) 12/02/2014 \$ 28.98

(Right-to-Buy)

Common $08/08/1988^{(19)}$ $08/08/1988^{(19)}$ Phantom Stock \$ 0 (18) Stock

Reporting Owners

Relationships Reporting Owner Name / Address

> 10% Owner Other Director

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

Grp Pres, Genl Mgr, Europe

Stock

Signatures

Timothy J. Keenan, 05/03/2005 Attorney-in-Fact

**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)** 2000 Stock Incentive Plan: This option vests in four equal installment beginning on December 3, 2004.
- 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.
- (5) 1992 Stock Incentive Plan: This option vests in four equal installments beginning on December 2, 1999.
- 1992 Stock Incentive Plan: This option vests in four equal installments beginning on December 1, 2000. **(6)**
- **(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)**
- 2000 Stock Incentive Plan: This option vests in four equal installments beginning on December 9, 2003. **(9)**
- (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 (13)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. 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 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.
- (21) Shares sold pursuant to a written plan for trading securities of the Company under rule 10b5-1 of the Securities Exchange Act of 1934.

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.