

FULLER H B CO
Form 4
May 03, 2005

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 *
NUSSBAUMER WALTER

(Last) (First) (Middle)

1200 WILLOW LAKE
BOULEVARD, P.O. BOX 64683

(Street)

ST. PAUL 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)
05/03/2005

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___ 10% Owner
X Officer (give title below) ___ Other (specify below)
Grp Pres, Genl Mgr, Europe

6. Individual or Joint/Group Filing(Check Applicable Line)
X 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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) Price | | | |
| Common Stock | | | | | 0.743 | D | |
| Common Stock | | | | | 2,713.85 ⁽⁴⁾ | D | |
| Common Stock | | | | | 2,536.59 ⁽¹⁾ | I | By 401(k) Plan |
| Common Stock | 05/03/2005 | | S | 2,100 ⁽²¹⁾ D | \$ 31 10,947 | 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 and Underlying Security (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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- (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.

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