

FULLER H B CO
Form 4
December 06, 2004

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 *
JONES PATRICIA L

(Last) (First) (Middle)
1200 WILLOW LAKE
BOULEVARD, PO 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)
12/02/2004

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, CAO, Genl Counsel, Sec

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 Beneficial Ownership (Instr. 4)
Common Stock				(A) or (D) Price	1,356.66 ⁽⁶⁾	D	
Common Stock	12/02/2004		A	7,922 ⁽⁷⁾ A \$ 0 ⁽⁷⁾	7,922	D	
Common Stock					214.74 ⁽⁹⁾	I	By 401(k) Plan

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

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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 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title
Phantom Units	\$ 0 ⁽¹⁾					08/08/1988 ⁽²⁾	08/08/1988 ⁽²⁾			Common Stock
Employee Stock Option (Right-to-Buy)	\$ 28.52					08/08/1988 ⁽³⁾	08/05/2012			Common Stock
Employee Stock Option (Right-to-Buy)	\$ 27.9					08/08/1988 ⁽⁴⁾	12/09/2012			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)	\$ 28.98	12/02/2004		A	21,662	08/08/1988 ⁽⁸⁾	12/02/2014			Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
JONES PATRICIA L 1200 WILLOW LAKE BOULEVARD PO BOX 64683 ST. PAUL, MN 55164-0683			Sr VP, CAO, Genl Counsel, Sec	

Signatures

Timothy J. Keenan,
Attorney-in-Fact

12/06/2004

**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) Deferred Compensation Plan: These units convert into shares of common stock on a 1-for-1 basis.
- (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) 2000 Stock Incentive Plan: This option vests in four equal installments beginning on August 5, 2003.
- (4) 2000 Stock Incentive Plan: This option vests in four equal installments beginning on December 9, 2003.
- (5) 2000 Stock Incentive Plan: This option vests in four equal installment beginning on December 3, 2004.
- (6) 2000 Stock Incentive Plan: These restricted shares were awarded pursuant to H.B. Fuller Company's 2000 Stock Incentive Plan. The shares vest in four equal annual installments beginning on April 15, 2005.
- (7) 2000 Stock Incentive Plan: These restricted shares were awarded pursuant to H.B. Fuller Company's 2000 Stock Incentive Plan. The shares will vest effective December 2, 2007.
- (8) 2000 Stock Incentive Plan: This option vests in four equal installments beginning on December 2, 2005.
- (9) 401(k) Plan: This amount includes shares acquired during the fiscal year pursuant to the H.B. Fuller Company Thrift Plan.

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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