FULLER H B CO
Form 4
December 02, 2005

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 *
Keenan Timothy 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)
12/01/2005

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)
Gen'l Counsel, Corp Secretary

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock								134 (5)	I	By 401(k) Plan
Common Stock								1,491 (1)	D	
Common Stock	12/01/2005		A		2,028 (7)	A	$ 0 (7)	2,028	D	

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

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number.

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 A Underlying S (Instr. 3 and
								Date Exercisable	Expiration Date	Title
				Code	V	(A)	(D)			
Employee Stock Option (Right-to-Buy)	$ 28.98							08/08/1988[(2)]	12/02/2014	Common Stock
Phantom Units	$ 0 [(3)]							08/08/1988[(4)]	08/08/1988[(4)]	Common Stock
Employee Stock Option (Right-to-Buy)	$ 32.03	12/01/2005		A		8,388		08/08/1988[(8)]	12/01/2015	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Keenan Timothy J 1200 WILLOW LAKE BOULEVARD P.O. BOX 64683 ST. PAUL, MN 55164-0683			Gen'l Counsel, Corp Secretary	

Signatures

John A. Feenan, Attorney-in-Fact	12/02/2005
**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: These restricted shares were awarded pursuant to H.B. Fuller Company's 2000 Stock Incentive Plan. The shares will vest effective December 2, 2007.

(2) 2000 Stock Incentive Plan: This option vests in four equal installments beginning on December 2, 2005.

(3) Deferred Compensation Plan: These units (acquired after 12-31-04) convert into shares of common stock on a 1-for-1 basis.

(4) Deferred Compensation Plan: These units (acquired after 12-31-04) 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, subject to holding periods required by law.

(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) 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.

(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 1, 2008.

(8) 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.
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