

FULLER H B CO
Form 4/A
January 29, 2009

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 *
Parriott Ann B

(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)
01/27/2009

4. If Amendment, Date Original Filed(Month/Day/Year)
01/29/2009

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___ 10% Owner
 Officer (give title below) ___ Other (specify below)
VP Human Resources

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock | | | | | 517.39 ⁽¹⁾ | I | By 401 (k) Plan |
| Common Stock | 01/27/2009 | | F ⁽¹⁰⁾ | | 2,437 | D | \$ 14.83 |
| Common Stock | 01/27/2009 | | D ⁽¹¹⁾ | | 0.027 | D | \$ 14.83 |
| | | | | | 20,619.35 ⁽²⁾ | D | |
| | | | | | 20,619.32 | 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 Amount of Underlying Securities (Instr. 3 and 4) | | | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|------------------|-----------------|--------------|----------------------------|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Employee Stock Option (Right-to-Buy) | \$ 18.735 | | | | | (3) | | 01/27/2016 | | Common Stock | 19,858 |
| Employee Stock Option (Right-to-Buy) | \$ 26.79 | | | | | (4) | | 12/04/2016 | | Common Stock | 16,077 |
| Phantom Units | \$ 0 ⁽⁵⁾ | | | | | (6) | | (6) | | Common Stock | 477.78 |
| Employee Stock Option (Right-to-Buy) | \$ 26.65 | | | | | (8) | | 12/06/2017 | | Common Stock | 14,200 |
| Employee Stock Option (Right-to-Buy) | \$ 14.15 | | | | | (9) | | 12/04/2018 | | Common Stock | 33,644 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|--------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Parriott Ann B 1200 WILLOW LAKE BOULEVARD P.O. BOX 64683 ST. PAUL, MN 55164-0683 | | | VP Human Resources | |

Signatures

/s/ Timothy J. Keenan,
Attorney-in-Fact

01/29/2009

**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) Amended and Restated 2000 Stock Incentive Plan: 15,468 restricted shares were awarded pursuant to H.B. Fuller Company's Amended and Restated 2000 Stock Incentive Plan. This amount includes 4,165 restricted shares that vest effective December 4, 2009; 3,557 restricted shares that vest effective December 6, 2010; and 7,746 restricted shares that vest effective December 4, 2011. Amount also includes restricted shares acquired pursuant to a dividend accrual feature of the Amended and Restated 2000 Stock Incentive Plan.
- (3) 2000 Stock Incentive Plan: This option vests in four equal annual installments beginning January 27, 2007.
- (4) Amended and Restated 2000 Stock Incentive Plan: This option vests in four equal annual installments beginning on December 4, 2007.
- (5) Deferred Compensation Plan: These units (acquired after 12-31-04) convert into shares of common stock on a 1-for-1 basis.
- (6) 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.
- (7) 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.
- (8) Amended and Restated 2000 Stock Incentive Plan: This option vests in four equal annual installments beginning on December 6, 2008.
- (9) Amended and Restated 2000 Stock Incentive Plan: This option vests in four equal annual installments beginning on December 4, 2009.
- (10) Shares withheld for taxes due on 7,450.027 shares issued pursuant to the 2000 Stock Incentive Plan.
- (11) Cash settlement of fractional share in connection with vesting of restricted stock held by reporting person.

Remarks:

Amendment filed to add footnotes 10 and 11, which were inadvertently omitted from original Form 4 filing.

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.