

FULLER H B CO
Form 4
April 19, 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 *
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)
04/15/2005

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)
Grp Pres, Genl Mgr, Europe

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V Amount (A) or (D) Price | | | |
| Common Stock | 04/15/2005 | | M | 339 A \$ 27.17 | 13,588 | D | |
| 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 | 04/15/2005 | | F | 141 ⁽¹⁹⁾ D \$ 27.17 | 13,447 | D | |

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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⁾ | 04/15/2005 | | M | 339 | 08/08/1988 ⁽¹³⁾ | 08/08/1988 ⁽¹³⁾ | Common Stock |
| Common Stock | \$ 0 ⁽¹⁵⁾ | | | | | 08/08/1988 ⁽¹⁶⁾ | 08/08/1988 ⁽¹⁶⁾ | Common |

| | | | | | |
|--------------------------------------|----------------------|----------------------------|----------------------------|--|--------------|
| Units | | | | | Stock |
| Employee Stock Option (Right-to-Buy) | \$ 28.98 | 08/08/1988 ⁽¹⁷⁾ | 12/02/2014 | | Common Stock |
| Phantom Stock | \$ 0 ⁽²⁰⁾ | 08/08/1988 ⁽²¹⁾ | 08/08/1988 ⁽²¹⁾ | | Common Stock |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|----------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| NUSSBAUMER WALTER 1200 WILLOW LAKE BOULEVARD P.O. BOX 64683 ST. PAUL 55164-0683 | | | Grp Pres, Genl Mgr, Europe | |

Signatures

Timothy J. Keenan,
 Attorney-in-Fact

04/19/2005

 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) 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.
- (3) 1992 Stock Incentive Plan: These units convert into shares of common stock on a 1-for-1 basis.
- (4) 1992 Stock Incentive Plan: This amount includes shares acquired pursuant to a dividend reinvestment feature of the H.B. Fuller Company 1992 Stock Incentive Plan.
- (5) 1992 Stock Incentive Plan: This option vests in four equal installments beginning on December 2, 1999.
- (6) 1992 Stock Incentive Plan: This option vests in four equal installments beginning on December 1, 2000.
- (7) 2000 Stock Incentive Plan: This option vests in four equal installments beginning on December 7, 2001.
- (8) 2000 Stock Incentive Plan: This option vests in four equal installments beginning on January 17, 2003.
- (9) 2000 Stock Incentive Plan: This option vests in four equal installments beginning on December 9, 2003.
- (10) Deferred Compensation Plan: These units convert into shares of common stock on a 1-for-1 basis.
- (11) 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.
- (13) 2000 Stock Incentive Plan: These restricted units were awarded pursuant to H.B. Fuller Company's 2000 Stock Incentive Plan. The units vest in four equal annual installments beginning on April 15, 2005.
- (14) 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.

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- (16) 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.
- (17) 2000 Stock Incentive Plan: This option vests in four equal installments beginning on December 2, 2005.
- (18) This total has been adjusted to correct the double reporting of the common stock unit grant of 4-15-04 as shown in footnote 13.
- (19) 2000 Stock Incentive Plan: Shares withheld for taxes on 339 shares issued pursuant to the 2000 Stock Incentive Plan.
- (20) 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
- (21) 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.
- (22) 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.

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.