

FULLER H B CO  
Form 4  
December 06, 2004

**FORM 4**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2005  
Estimated average burden hours per response... 0.5

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 \*  
LARGE STEPHEN 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)  
12/02/2004

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

\_\_\_ Director \_\_\_ 10% Owner  
\_X\_ Officer (give title below) \_\_\_ Other (specify below)  
Grp Pres, Gen'l Mgr, FV/S

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)
			Code	V	Amount (A) or (D) Price		
Common Stock					1,309.19 <sup>(1)</sup>	I	By 401(k) Plan
Common Stock					1,356.66 <sup>(12)</sup>	D	
Common Stock	12/02/2004		A		7,922 <sup>(13)</sup>	A	\$ 0 <sup>(13)</sup>
					7,922	D	

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**

SEC 1474 (9-02)

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 Underlying (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title
Common Stock Units	\$ 0 <sup>(10)</sup>					08/08/1988 <sup>(8)</sup>	08/08/1988 <sup>(8)</sup>	Common Stock
Employee Stock Option (Right-to-Buy)	\$ 21.5					08/08/1988 <sup>(3)</sup>	12/02/2008	Common Stock
Employee Stock Option (Right-to-Buy)	\$ 27.375					08/08/1988 <sup>(4)</sup>	12/01/2009	Common Stock
Employee Stock Option (Right-to-Buy)	\$ 18.625					08/08/1988 <sup>(5)</sup>	12/07/2010	Common Stock
Employee Stock Option (Right-to-Buy)	\$ 25.95					08/08/1988 <sup>(6)</sup>	01/17/2012	Common Stock
Phantom Stock	\$ 0 <sup>(7)</sup>					08/08/1988 <sup>(2)</sup>	08/08/1988 <sup>(2)</sup>	Common Stock
Employee Stock Option (Right-to-Buy)	\$ 27.3					08/08/1988 <sup>(9)</sup>	12/03/2013	Common Stock
Employee Stock Option (Right-to-Buy)	\$ 27.9					08/08/1988 <sup>(11)</sup>	12/09/2012	Common Stock
Employee Stock Option (Right-to-Buy)	\$ 28.98	12/02/2004		A	21,662	08/08/1988 <sup>(14)</sup>	12/02/2014	Common Stock

## Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

LARGE STEPHEN J  
1200 WILLOW LAKE BOULEVARD  
P.O. BOX 64683  
ST. PAUL, MN 55164-0683

Grp Pres, Gen'l Mgr, FV/S

## 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) 401(k) Plan: This amount includes shares acquired during the fiscal year pursuant to the H.B. Fuller Company Thrift Plan.
- (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) 1992 Stock Incentive Plan: This option vests in four equal installments beginning on December 2, 1999.
- (4) 1992 Stock Incentive Plan: This option vests in four equal installments beginning on December 1, 2000.
- (5) 2000 Stock Incentive Plan: This option vests in four equal installments beginning on December 7, 2001.
- (6) 2000 Stock Incentive Plan: This option vests in four equal installments beginning on January 17, 2003.
- (7) Deferred Compensation Plan: These units convert into shares of common stock on a 1-for-1 basis.
- (8) 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.
- (9) 2000 Stock Incentive Plan: This option vests in four equal installment beginning on December 3, 2004.
- (10) 1992 Stock Incentive Plan: These units convert into shares of common stock on a 1-for-1 basis.
- (11) 2000 Stock Incentive Plan: This option vests in four equal installments beginning on December 9, 2003.
- (12) 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.
- (13) 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.
- (14) 2000 Stock Incentive Plan: This option vests in four equal installments beginning on December 2, 2005.

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.