

FULLER H B CO
Form 4
December 05, 2006

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 *
STROUCKEN ALBERT P L

2. Issuer Name and Ticker or Trading Symbol
FULLER H B CO [FUL]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)

1200 WILLOW LAKE BOULEVARD, P.O. BOX 64683

12/01/2006

Chairman of Board, Pres, CEO

(Street)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

ST. PAUL, MN 55164-0683

(City) (State) (Zip)

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					3,697.01 ⁽¹⁾	I	By 401(k) Plan
Common Stock	12/01/2006		M		\$ 124,672.39	D	\$ 25.91
Common Stock	12/01/2006		A		\$ 124,672.39 ⁽¹⁶⁾	A	\$ 25.91
Common Stock	12/01/2006		F		\$ 53,237 ⁽¹⁷⁾	D	\$ 25.91
Common Stock	12/01/2006		D		\$ 1.39 ⁽¹⁸⁾	D	\$ 25.91

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

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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 (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title
Employee Stock Option (Right-to-Buy)	\$ 9.9375					08/08/1988 ⁽²⁾	12/01/2009	Common Stock
Employee Stock Option (Right-to-Buy)	\$ 9.3125					08/08/1988 ⁽³⁾	12/07/2010	Common Stock
Employee Stock Option (Right-to-Buy)	\$ 12.975					08/08/1988 ⁽⁴⁾	01/17/2012	Common Stock
Phantom Stock	\$ 0 ⁽⁵⁾					08/08/1988 ⁽⁶⁾	08/08/1988 ⁽⁶⁾	Common Stock
Employee Stock Option (Right-to-Buy)	\$ 13.95					08/08/1988 ⁽⁷⁾⁽¹⁶⁾	12/09/2012	Common Stock
Employee Stock Option (Right-to-Buy)	\$ 14.195					08/08/1988 ⁽⁹⁾⁽¹⁶⁾	04/14/2014	Common Stock
Employee Stock Option (Right-to-Buy)	\$ 13.945					08/08/1988 ⁽¹¹⁾⁽¹⁶⁾	12/10/2014	Common Stock
Phantom Stock	\$ 0 ⁽¹²⁾					08/08/1988 ⁽¹³⁾	08/08/1988 ⁽¹³⁾	Common Stock
Employee Stock Option (Right-to-Buy)	\$ 16.015					08/08/1988 ⁽¹⁵⁾⁽¹⁶⁾	12/01/2015	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
STROUCKEN ALBERT P L 1200 WILLOW LAKE BOULEVARD P.O. BOX 64683 ST. PAUL, MN 55164-0683			Chairman of Board, Pres, CEO	

Signatures

Timothy J. Keenan,
Attorney-in-Fact

12/05/2006

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 installments beginning on December 1, 2000.
- (3) 2000 Stock Incentive Plan: This option vests in four equal installments beginning on December 7, 2001.
- (4) 2000 Stock Incentive Plan: This option vests in four equal installments beginning on January 17, 2003.
- (5) Deferred Compensation Plan: These units convert into shares of common stock on a 1-for-1 basis.
- (6) 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.
- (7) 2000 Stock Incentive Plan: This option vests in four equal installments beginning on December 9, 2003.
- 2000 Stock Incentive Plan: These restricted shares were awarded pursuant to H.B. Fuller Company's 2000 Stock Incentive Plan. Amount includes 1790 restricted shares that will vest in four equal annual installments beginning on April 14, 2005, 6544 restricted shares that will vest in four equal annual installments beginning on April 15, 2005, 29822 restricted shares that will vest effective December 10, 2007 subject to attainment of earnings per share target, and 27040 restricted shares that will vest effective December 1, 2008 subject to attainment of earnings per share target. This total amount includes shares acquired pursuant to a dividend reinvestment feature of the Plan.
- (8) 2000 Stock Incentive Plan: This option vests in four equal installments beginning on April 14, 2005.
- (9) Key Employee Deferred Compensation Plan Dividend Reinvestment: This amount includes stock units acquired pursuant to a dividend equivalent feature of the Key Employees' Deferred Compensation Plan.
- (10) 2000 Stock Incentive Plan: This option vests in four equal installments beginning on December 10, 2005
- (11) 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 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.
- (12) 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.
- (13) 2000 Stock Incentive Plan: This option vests in four equal installments beginning on December 1, 2006.
- Pursuant to a Separation Agreement dated November 20, 2006 (the "Agreement") between H.B. Fuller Company and Albert P.L. Stroucken, all shares of restricted stock and stock options granted to Mr. Stroucken that by their terms remain unvested on December 1, 2006 shall become fully vested as of December 1, 2006. Also pursuant to the Agreement, the expiration date of all stock options granted to Mr. Stroucken that by their terms remain unvested on December 1, 2006 shall be extended from December 1, 2006 until the close of business on February 1, 2007.
- (14) 2000 Stock Incentive Plan: This option vests in four equal installments beginning on December 1, 2006.
- (15) Pursuant to a Separation Agreement dated November 20, 2006 (the "Agreement") between H.B. Fuller Company and Albert P.L. Stroucken, all shares of restricted stock and stock options granted to Mr. Stroucken that by their terms remain unvested on December 1, 2006 shall become fully vested as of December 1, 2006. Also pursuant to the Agreement, the expiration date of all stock options granted to Mr. Stroucken that by their terms remain unvested on December 1, 2006 shall be extended from December 1, 2006 until the close of business on February 1, 2007.
- (16)

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- (17) 2000 Stock Incentive Plan: Shares withheld for taxes on 124672.39 restricted shares issued pursuant to a separation agreement dated November 20, 2006. (See also footnote #16.)
- (18) Cash settlement of fractional shares in connection with the vesting of restricted stock held by reporting person pursuant to a separation agreement dated November 20, 2006. (See also footnote #16.)

Remarks:

All above holdings changed to reflect August 4, 2006 2:1 stock split.

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.