

FULLER H B CO  
Form 4  
December 08, 2008

**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 \*  
Volpi Michele

(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)  
12/04/2008

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)  
Pres., Chief Executive Officer

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)
Common Stock				(A) Amount (D) Price	2,225.52 <sup>(1)</sup>	I	By 401(k) Plan
Common Stock	12/04/2008		A	38,135 A \$ 0	109,431.65 <sup>(2)</sup>	D	

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

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SEC 1474 (9-02)

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**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
Employee Stock Option (Right-to-Buy)	\$ 15.315					<u>(3)</u> 06/27/2012	Common Stock
Employee Stock Option (Right-to-Buy)	\$ 13.95					<u>(4)</u> 12/09/2012	Common Stock
Employee Stock Option (Right-to-Buy)	\$ 13.65					<u>(5)</u> 12/03/2013	Common Stock
Employee Stock Option	\$ 14.49					<u>(6)</u> 12/02/2014	Common Stock
Phantom Units	\$ 0 <u>(7)</u>					<u>(8)</u> 08/08/1988 <sup>(8)</sup>	Common Stock
Phantom Units	\$ 0 <u>(10)</u>					<u>(11)</u> 08/08/1988 <sup>(11)</sup>	Common Stock
Employee Stock Option (Right-to-Buy)	\$ 16.015					<u>(13)</u> 12/01/2015	Common Stock
Employee Stock Option (Right-to-Buy)	\$ 26.79					<u>(14)</u> 12/04/2016	Common Stock
Employee Stock Option (Right-to-Buy)	\$ 26.65					<u>(15)</u> 12/06/2017	Common Stock
Employee Stock Option (Right-to-Buy)	\$ 14.15	12/04/2008		A	165,622	<u>(16)</u> 12/04/2018	Common Stock

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
			Pres., Chief Executive Officer	

Volpi Michele  
1200 WILLOW LAKE BOULEVARD  
P.O. BOX 64683  
ST. PAUL, MN 55164-0683

## Signatures

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

12/08/2008

\_\_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. Amended and Restated 2000 Stock Incentive Plan: 79,853 restricted shares were awarded pursuant to H.B. Fuller Company's Amended and Restated 2000 Stock Incentive Plan. Amount includes 4,852 restricted shares that vest effective April 5, 2009; 16,660 restricted shares that vest effective December 4, 2009; 20,206 restricted shares that vest effective December 6, 2010; and 38,135 restricted shares that vest effective December 4, 2011. Total amount also includes restricted shares acquired pursuant to a dividend accrual feature of the Amended and Restated 2000 Stock Incentive Plan.
- (2) 2000 Stock Incentive Plan: This option vested in four equal annual installments beginning on June 27, 2003.
- (3) 2000 Stock Incentive Plan: This option vested in four equal annual installments beginning on December 9, 2003.
- (4) 2000 Stock Incentive Plan: This option vested in four equal annual installments beginning on December 3, 2004.
- (5) 2000 Stock Incentive Plan: This option vested in four equal annual installments beginning on December 2, 2005.
- (6) Deferred Compensation Plan: These units convert into shares of common stock on a 1-for-1 basis.
- (7) 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.
- (8) 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.
- (9) 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.
- (10) 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.
- (11) 2000 Stock Incentive Plan: This option vests in four equal annual installments beginning on December 1, 2006.
- (12) Amended and Restated 2000 Stock Incentive Plan: This option vests in four equal annual installments beginning on December 4, 2007.
- (13) Amended and Restated 2000 Stock Incentive Plan: This option vests in four equal annual installments beginning on December 6, 2008.
- (14) Amended and Restated 2000 Stock Incentive Plan: This option vests in four equal annual installments beginning on December 4, 2009.

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.