

FULLER H B CO
Form 4/A
February 23, 2005

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 *
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)
12/02/2004

4. If Amendment, Date Original Filed(Month/Day/Year)
12/06/2004

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___ 10% Owner
 Officer (give title below) ___ Other (specify below)
Group Pres - Gen'l Manager

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 Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| Common Stock | | | | (A) or (D) Price | 1,575 ⁽²⁾ | D | |
| Common Stock | 12/02/2004 | | A | 2,982 ⁽⁵⁾ A \$ 0 ⁽⁵⁾ | 2,982 | D | |
| Common Stock | | | | | 339.4 ⁽⁷⁾ | I | Bu 401(k) Plan |

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 Security (Instr. 3 and 4) | | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|------------------|-----------------|--------------|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title |
| Employee Stock Option (Right-to-Buy) | \$ 30.63 | | | | | 08/08/1988 ⁽¹⁾ | 06/27/2012 | | | Common Stock |
| Employee Stock Option (Right-to-Buy) | \$ 27.9 | | | | | 08/08/1988 ⁽³⁾ | 12/09/2012 | | | Common Stock |
| Employee Stock Option (Right-to-Buy) | \$ 27.3 | | | | | 08/08/1988 ⁽⁴⁾ | 12/03/2013 | | | Common stock |
| Employee Stock Option (Right-to-Buy) | \$ 28.98 | 12/02/2004 | | A | 12,232 | 08/08/1988 ⁽⁶⁾ | 12/02/2014 | | | Common Stock |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|----------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Volpi Michele 1200 WILLOW LAKE BOULEVARD P.O. BOX 64683 ST. PAUL, MN 55164-0683 | | | Group Pres - Gen'l Manager | |

Signatures

Timothy J. Keenan,
Attorney-in-Fact

02/23/2005

**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) 2000 Stock Incentive Plan - This option vests in four equal installments beginning on 6-27-03

Edgar Filing: FULLER H B CO - Form 4/A

- (2) 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.
- (3) 2000 Stock Incentive Plan: This option vests in four equal installments beginning on December 9, 2003.
- (4) 2000 Stock Incentive Plan: This option vests in four equal installment beginning on December 3, 2004.
- (5) 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.
- (6) 2000 Stock Incentive Plan: This option vests in four equal installments beginning on December 2, 2005.
- (7) 401(k) Plan: This amount includes shares and dividends acquired during the fiscal year pursuant to the H.B. Fuller Company Thrift 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.