

FULLER H B CO

Form 4

April 19, 2005

FORM 4
UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
STROUCKEN ALBERT P L

(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)

04/14/2005

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 _____ Other (specify
below) below)

Chairman of Board, Pres, CEO

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 Indirect Beneficial Ownership (Instr. 4)
Common Stock					1,482.81 ⁽¹⁾	I	By 401(k) Plan
Common Stock	04/14/2005		A	454.962 A	\$ 27.6 199,463.962	D	
Common Stock	04/14/2005		M	454.962 D	\$ 27.6 37,985.448 ⁽⁹⁾	D	
Common Stock	04/14/2005		F	149 ⁽¹³⁾ D	\$ 27.6 199,314.962	D	
Common Stock	04/14/2005		D	0.962 ⁽¹⁴⁾ D	\$ 27.6 199,314	D	

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

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(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 An Underlying Sec (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	A N S
Employee Stock Option (Right-to-buy)	\$ 21.5							08/08/1988 ⁽²⁾	12/02/2008	Common Stock	
Employee Stock Option (Right-to-Buy)	\$ 19.875							08/08/1988 ⁽³⁾	12/01/2009	Common Stock	
Employee Stock Option (Right-to-Buy)	\$ 18.625							08/08/1988 ⁽⁴⁾	12/07/2010	Common Stock	
Employee Stock Option (Right-to-Buy)	\$ 25.95							08/08/1988 ⁽⁵⁾	01/17/2012	Common Stock	
Phantom Stock	\$ 0 ⁽⁶⁾							08/08/1988 ⁽⁷⁾	08/08/1988 ⁽⁷⁾	Common Stock	
Employee Stock Option (Right-to-Buy)	\$ 27.9							08/08/1988 ⁽⁸⁾	12/09/2012	Common Stock	
Employee Stock Option (Right-to-Buy)	\$ 28.39							08/08/1988 ⁽¹⁰⁾	04/14/2014	Common Stock	
Employee Stock Option (Right-to-Buy)	\$ 27.89							08/08/1988 ⁽¹²⁾	12/10/2014	Common Stock	
Phantom Stock	\$ 0 ⁽¹⁵⁾							08/08/1988 ⁽¹⁶⁾	08/08/1988 ⁽¹⁶⁾	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

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) 1992 Stock Incentive Plan: This option vests in four equal installments beginning on December 2, 1999.
 - (3) 2000 Stock Incentive Plan: This option vests in four equal installments beginning on December 1, 2000.
 - (4) 2000 Stock Incentive Plan: This option vests in four equal installments beginning on December 7, 2001.
 - (5) 2000 Stock Incentive Plan: This option vests in four equal installments beginning on January 17, 2003.
 - (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) 2000 Stock Incentive Plan: This option vests in four equal installments beginning on December 9, 2003.
2000 Stock Incentive Plan: Restricted shares (1790) were awarded pursuant to H.B. Fuller Company's 2000 Stock Incentive Plan. These shares vest in four equal annual installments beginning on April 14, 2005. Further, restricted shares (6544) were awarded pursuant to H.B. Fuller Company's 2000 Stock Incentive Plan and vest in four equal annual installments beginning on April 15, 2005. Further, restricted shares (29822) were awarded pursuant to H.B. Fuller Company's 2000 Stock Incentive Plan. These 29822 shares will vest effective December 10, 2007 subject to attainment of earnings per share target. This total amount includes shares acquired pursuant to a dividend reinvestment feature of the Plan.
 - (9) 2000 Stock Incentive Plan: This option vests in four equal installments beginning on April 14, 2005.
 - (10) 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.
 - (11) 2000 Stock Incentive Plan: This option vests in four equal installments beginning on December 10, 2005.
 - (12) 2000 Stock Incentive Plan: Shares withheld for taxes on 454,962 shares issued pursuant to the 2000 Stock Incentive Plan.
 - (13) Cash settlement of fractional share in connection with the vesting of restricted stock held by reporting person.
 - (14) 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.
 - (15) 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.

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