

FULLER H B CO
Form 5
January 11, 2006

FORM 5

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

OMB APPROVAL

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Form 3 Holdings Reported Form 4 Transactions Reported

ANNUAL 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

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. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
12/03/2005

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)
Grp Pres, Gen'l Mgr, FV/S

6. Individual or Joint/Group Reporting

(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 at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
				(A) or (D) Price			
Common Stock	Â	Â	Â	Â Â Â	1,524.72 ⁽¹⁾	I	By 401(k) Plan
Common Stock	Â	Â	Â	Â Â Â	16,271.73 ⁽¹¹⁾	D	Â
Common Stock	Â	Â	Â	Â Â Â	227	D	Â

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

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SEC 2270 (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 (Instr. 3 and 4)
					(A) (D)	Date Exercisable Expiration Date	Title
Common Stock Units	\$ 0 ⁽⁹⁾	Â	Â	Â	Â Â	08/08/1988 ⁽⁷⁾ 08/08/1988 ⁽⁷⁾	Common Stock
Employee Stock Option (Right-to-Buy)	\$ 21.5	Â	Â	Â	Â Â	08/08/1988 ⁽³⁾ 12/02/2008	Common Stock
Employee Stock Option (Right-to-Buy)	\$ 27.375	Â	Â	Â	Â Â	08/08/1988 ⁽⁴⁾ 12/01/2009	Common Stock
Employee Stock Option (Right-to-Buy)	\$ 25.95	Â	Â	Â	Â Â	08/08/1988 ⁽⁵⁾ 01/17/2012	Common Stock
Phantom Stock	\$ 0 ⁽⁶⁾	Â	Â	Â	Â Â	08/08/1988 ⁽²⁾ 08/08/1988 ⁽²⁾	Common Stock
Employee Stock Option (Right-to-Buy)	\$ 27.3	Â	Â	Â	Â Â	08/08/1988 ⁽⁸⁾ 12/03/2013	Common Stock
Employee Stock Option (Right-to-Buy)	\$ 27.9	Â	Â	Â	Â Â	08/08/1988 ⁽¹⁰⁾ 12/09/2012	Common Stock
Employee Stock Option (Right-to-Buy)	\$ 28.98	Â	Â	Â	Â Â	08/08/1988 ⁽¹²⁾ 12/02/2014	Common Stock
Employee Stock Option (Right-to-Buy)	\$ 32.03	Â	Â	Â	Â Â	08/08/1988 ⁽¹³⁾ 12/01/2015	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, 01/11/2006
Attorney-in-Fact

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) 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 January 17, 2003.
- (6) Deferred Compensation Plan: These units convert into shares of common stock on a 1-for-1 basis.
- (7) 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.
- (8) 2000 Stock Incentive Plan: This option vests in four equal installment beginning on December 3, 2004.
- (9) 1992 Stock Incentive Plan: These units convert into shares of common stock on a 1-for-1 basis.
- (10) 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.
- (11) Amounts include 1339 restricted shares which will vest in four equal installments beginning on 4-15-05, 7922 restricted shares which will vest effective December 2, 2007 and 7183 restricted shares which will vest effective December 1, 2008. Total amount also includes restricted shares acquired pursuant to a dividend reinvestment feature of the 2000 Stock Incentive Plan.
- (12) 2000 Stock Incentive Plan: This option vests in four equal installments beginning on December 2, 2005.
- (13) 2000 Stock Incentive Plan: This option vests in four equal installments beginning on December 1, 2006.

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.