FULLER H B CO Form 4

November 29, 2006

# FORM 4

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

**OMB** 3235-0287 Number:

**OMB APPROVAL** 

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES** 

January 31, Expires: 2005 Estimated average

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Form 4 or Form 5 obligations may continue.

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

See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person \* 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading STROUCKEN ALBERT PL Issuer Symbol FULLER H B CO [FUL] (Check all applicable) (Last) (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year) Director 10% Owner Other (specify \_X\_\_ Officer (give title 1200 WILLOW LAKE 11/28/2006 below) BOULEVARD, P.O. BOX 64683 Chairman of Board, Pres, CEO (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) \_X\_ Form filed by One Reporting Person Form filed by More than One Reporting Person

ST. PAUL, MN 55164-0683

(City)	(State)	(Zip) Tabl	le I - Non-I	Derivative	Securi	ties Acqu	iired, Disposed of	f, or Beneficial	ly 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. Securit on(A) or Di (Instr. 3,	sposed	of (D)	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					(-)		3,713.91 <u>(1)</u>	I	By 401(k) Plan
Common Stock							124,672.39 (8) (16)	D	
Common Stock	11/28/2006		M	11,800	A	\$ 13.95	243,632	D	
Common Stock	11/28/2006		S	200	D	\$ 24.93	243,432	D	
Common Stock	11/28/2006		S	100	D	\$ 24.94	243,332	D	

Common Stock	11/28/2006	S	1,100	D	\$ 24.95	242,232	D
Common Stock	11/28/2006	S	100	D	\$ 24.96	242,132	D
Common Stock	11/28/2006	S	400	D	\$ 24.97	241,732	D
Common Stock	11/28/2006	S	600	D	\$ 24.98	241,132	D
Common Stock	11/28/2006	S	100	D	\$ 24.99	241,032	D
Common Stock	11/28/2006	S	100	D	\$ 25.01	240,932	D
Common Stock	11/28/2006	S	300	D	\$ 25.05	240,632	D
Common Stock	11/28/2006	S	200	D	\$ 25.06	240,432	D
Common Stock	11/28/2006	S	300	D	\$ 25.07	240,132	D
Common Stock	11/28/2006	S	100	D	\$ 25.12	240,032	D
Common Stock	11/28/2006	S	300	D	\$ 25.17	239,732	D
Common Stock	11/28/2006	S	100	D	\$ 25.18	239,632	D
Common Stock	11/28/2006	S	200	D	\$ 25.19	239,432	D
Common Stock	11/28/2006	S	1,700	D	\$ 25.22	237,732	D
Common Stock	11/28/2006	S	700	D	\$ 25.23	237,032	D
Common Stock	11/28/2006	S	800	D	\$ 25.24	236,232	D
Common Stock	11/28/2006	S	300	D	\$ 25.26	235,932	D
Common Stock	11/28/2006	S	900	D	\$ 25.29	235,032	D
Common Stock	11/28/2006	S	700	D	\$ 25.32	234,332	D
Common Stock	11/28/2006	S	300	D	\$ 25.35	234,032	D
	11/28/2006	S	200	D		233,832	D

Common Stock					\$ 25.36		
Common Stock	11/28/2006	S	600	D	\$ 25.37	233,232	D
Common Stock	11/28/2006	S	300	D	\$ 25.4	232,932	D
Common Stock	11/28/2006	S	1,100	D	\$ 25.41	231,832	D

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 number.

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. Transactic Code (Instr. 8)	orDeriva Securi Acqui	ities red (A) posed of 3, 4,	6. Date Exercisable an (Month/Day/Year)	d Expiration Date	7. Tit Unde (Instr
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title
Employee Stock Option (Right-to-Buy)	\$ 9.9375						08/08/1988(2)	12/01/2009	Con St
Employee Stock Option (Right-to-Buy)	\$ 9.3125						08/08/1988(3)	12/07/2010	Con St
Employee Stock Option (Right-to-Buy)	\$ 12.975						08/08/1988(4)	01/17/2012	Con St
Phantom Stock	\$ 0 (5)						08/08/1988(6)	08/08/1988(6)	Cor St
Employee Stock Option (Right-to-Buy)	\$ 13.95	11/28/2006		M		11,800	08/08/1988(7)(16)	12/09/2012	Con St
Employee Stock Option (Right-to-Buy)	\$ 14.195						08/08/1988(9)(16)	04/14/2014	Con St
	\$ 13.945						08/08/1988(11)(16)	12/10/2014	

Employee
Stock Option

(Right-to-Buy)

Phantom Stock \$0 (12) 08/08/1988(13) 08/08/1988(13) Cor

Employee

Stock Option \$ 16.015 08/08/1988(15)(16) 12/01/2015

(Right-to-Buy)

# **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

Cor

Cor

St

**Signatures** 

Timothy J. Keenan, 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) 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.
- 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
- (8) 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.
- (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) Deferred Compensation Plan: These units (acquired after 12-31-04) convert into shares of common stock on a 1-for-1 basis.

Reporting Owners 4

- Deferred Compensation Plan: These units (acquired after 12-31-04) convert into shares of common stock upon the earlier of certain (13) 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.
- (14) 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.
- (15) 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,
- (16) 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.

#### **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.