FULLER H B CO Form 4

November 29, 2006

FORM 4

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

OMB Number: 3235-0287

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OMB APPROVAL

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Expires: January 31, 2005

0.5

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

response...

See Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * STROUCKEN ALBERT P L		-	2. Issuer Name and Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer		
(Last)	(First)	(Middle)	FULLER H B CO [FUL] 3. Date of Earliest Transaction	(Check all applicable)		
(Last)	(1.1181)	(Wildle)	(Month/Day/Year)	Director 10% Owner		
1200 WILLOW BOULEVARD		64683	11/28/2006	X Officer (give title Other (specify below) Chairman of Board, Pres, CEO		
	(Street)		4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check		
ST. PAUL, MN	V 55164-068	33	Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person		

(City)	(State)	(Zip) Tab	le I - Non-	Derivative	Secur	ities Acqui	red, Disposed of	, 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. Transactic Code (Instr. 8)	4. Securit DIOTO Dispos (Instr. 3,	ed of (` ′	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	33,786	A	\$ 14.195	265,618	D	
Common Stock	11/28/2006		S	86	D	\$ 25.68	265,532	D	
Common Stock	11/28/2006		S	1,500	D	\$ 25.69	264,032	D	

Common Stock	11/28/2006	S	1,200	D	\$ 25.7 262,8	32 D
Common Stock	11/28/2006	S	300	D	\$ 25.71 262,5	32 D
Common Stock	11/28/2006	S	400	D	\$ 25.72 262,1	32 D
Common Stock	11/28/2006	S	500	D	\$ 25.73 261,6	32 D
Common Stock	11/28/2006	S	200	D	\$ 25.74 261,4	32 D
Common Stock	11/28/2006	S	100	D	\$ 25.75 261,3	32 D
Common Stock	11/28/2006	S	900	D	\$ 25.76 260,4	32 D
Common Stock	11/28/2006	S	400	D	\$ 25.77 260,0	32 D
Common Stock	11/28/2006	S	600	D	\$ 25.78 259,4	32 D
Common Stock	11/28/2006	S	800	D	\$ 25.79 258,6	32 D
Common Stock	11/28/2006	S	1,600	D	\$ 25.8 257,0	32 D
Common Stock	11/28/2006	S	2,800	D	\$ 25.81 254,2	32 D
Common Stock	11/28/2006	S	200	D	\$ 25.82 254,0	32 D
Common Stock	11/28/2006	S	1,600	D	\$ 25.83 252,4	32 D
Common Stock	11/28/2006	S	6,500	D	\$ 25.84 245,9	32 D
Common Stock	11/28/2006	S	4,500	D	\$ 25.85 241,4	32 D
Common Stock	11/28/2006	S	3,500	D	\$ 25.86 237,9	32 D
Common Stock	11/28/2006	S	600	D	\$ 25.87 237,3	32 D
Common Stock	11/28/2006	S	500	D	\$ 25.88 236,8	32 D
Common Stock	11/28/2006	S	500	D	\$ 25.89 236,3	32 D
	11/28/2006	S	2,200	D	\$ 25.9 234,1	32 D

Common Stock						
Common Stock	11/28/2006	S	1,100	D	\$ 25.91 233,032	D
Common Stock	11/28/2006	S	300	D	\$ 25.92 232,732	D
Common Stock	11/28/2006	S	900	D	\$ 25.93 231,832	D

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

Persons who respond to the collection of SEC 1474 information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

(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. Transacti Code (Instr. 8)	Secur Secur Acqu or Di (D)	rities ired (A) sposed of : 3, 4,	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Tit Unde (Insti
				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	Cor 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)	Con St
Employee Stock Option (Right-to-Buy)	\$ 13.95						08/08/1988(7)(16)	12/09/2012	Con St
Employee Stock Option (Right-to-Buy)	\$ 14.195	11/28/2006		M		33,786	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.