

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

FORM 4

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

OMB APPROVAL

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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 *
FUSTER JOSE M

(Last) (First) (Middle)

1200 WILLOW LAKE
BOULEVARD, P.O. BOX 64683

(Street)

ST. PAUL 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)
01/28/2005

4. If Amendment, Date Original Filed(Month/Day/Year)
02/01/2005

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___ 10% Owner
X Officer (give title below) ___ Other (specify below)
Group President, Latin America

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| Common Stock | | | | (A) or (D) Price | 1,040.66 ⁽¹⁾ | I | By 401(k) Plan |
| Common Stock | | | | | 429 | D | |

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

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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) | |
|--|--|--------------------------------------|--|--------------------------------|---|--|--|--------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title |
| Common Stock Units | \$ 0 ⁽¹⁰⁾ | | | | | 08/08/1988 ⁽³⁾ | 08/08/1988 ⁽³⁾ | Common Stock |
| Employee Stock Option (Right-to-Buy) | \$ 27.375 | | | | | 08/08/1988 ⁽⁴⁾ | 12/01/2009 | Common Stock |
| Employee Stock Option (Right-to-Buy) | \$ 18.625 | | | | | 08/08/1988 ⁽⁵⁾ | 12/07/2010 | Common Stock |
| Employee Stock Option (Right-to-Buy) | \$ 25.95 | | | | | 08/08/1988 ⁽⁶⁾ | 01/17/2012 | Common Stock |
| Employee Stock Option (Right-to-Buy) | \$ 27.9 | | | | | 08/08/1988 ⁽⁷⁾ | 12/09/2012 | Common Stock |
| Phantom Units | \$ 0 ⁽²⁾ | | | | | 08/08/1988 ⁽⁹⁾ | 08/08/1988 ⁽⁹⁾ | Common Stock |
| Employee Stock Option (Right-to-Buy) | \$ 27.3 | | | | | 08/08/1988 ⁽⁸⁾ | 12/03/2013 | Common Stock |
| Common Stock Units | \$ 0 ⁽¹¹⁾ | | | | | 08/08/1988 ⁽¹²⁾ | 08/08/1988 ⁽¹²⁾ | Common Stock |
| Phantom Units | \$ 0 ⁽¹³⁾ | 01/28/2005 | | A | 36.47 | 08/08/1988 ⁽¹⁴⁾ | 08/08/1988 ⁽¹⁴⁾ | Common Stock |
| Common Stock Units | \$ 0 ⁽¹⁶⁾ | | | | | 08/08/1988 ⁽¹⁷⁾ | 08/08/1988 ⁽¹⁷⁾ | Common Stock |
| Employee Stock Option (Right-to-Buy) | \$ 28.98 | | | | | 08/08/1988 ⁽¹⁸⁾ | 12/02/2014 | Common Stock |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|--------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| FUSTER JOSE M 1200 WILLOW LAKE BOULEVARD P.O. BOX 64683 ST. PAUL 55164-0683 | | | Group President, Latin America | |

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) 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: These units convert into shares of common stock on a 1-for-1 basis.
- (3) 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.
- (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 December 7, 2001.
- (6) 2000 Stock Incentive Plan: This option vests in four equal installments beginning on January 17, 2003.
- (7) 2000 Stock Incentive Plan: This option vests in four equal installments beginning on December 9, 2003.
- (8) 2000 Stock Incentive Plan: This option vests in four equal installment beginning on December 3, 2004.
- (9) 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.
- (10) 1992 Stock Incentive Plan: These units convert into shares of common stock on a 1-for-1 basis.
- (11) 2000 Stock Incentive Plan: These restricted units convert into shares of common stock on a 1-for-1 basis.
- (12) 2000 Stock Incentive Plan: These restricted units were awarded pursuant to H.B. Fuller Company's 2000 Stock Incentive Plan. The units vest in four equal annual installments beginning on April 15, 2005.
- (13) 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
- (14) 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.
- (16) 2000 Stock Incentive Plan: These restricted units convert into shares of common stock on a 1-for-1 basis.
- (17) 2000 Stock Incentive Plan: These restricted units were awarded pursuant to H.B. Fuller Company's 2000 Stock Incentive Plan. The units will vest effective December 2, 2007.
- (18) 2000 Stock Incentive Plan: This option vests in four equal installments beginning on December 2, 2005.

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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