FULLER H B CO
Form 4
June 02, 2009

FORM 4

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

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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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *
Keenan Timothy 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. Date of Earliest Transaction (Month/Day/Year)
05/29/2009

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 below) _____ Other (specify below)
VP, Gen. Counsel & Corp. Sec.

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)
			Code	V	Amount	(A) or (D)	Price			
Common Stock								1,897.95 (1)	I	By 401(k) Plan
Common Stock								19,349.44 (2)	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 Amount Underlying Securiti (Instr. 3 and 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amou or Numb of Sha
Employee Stock Option (Right-to-Buy)	$ 14.49							(3)	12/02/2014	Common Stock	12,2
Phantom Units	$ 0 (4)	05/29/2009		A		16.69		(5)	(5)	Common Stock	16.6
Employee Stock Option (Right-to-Buy)	$ 16.015							(7)	12/01/2015	Common Stock	16,7
Employee Stock Option (Right-to-Buy)	$ 26.79							(8)	12/04/2016	Common Stock	16,0
Employee Stock Option (Right-to-Buy)	$ 26.65							(9)	12/06/2017	Common Stock	14,2
Employee Stock Option (Right-to-Buy)	$ 14.15							(10)	12/04/2018	Common Stock	28,0

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Keenan Timothy J 1200 WILLOW LAKE BOULEVARD P.O. BOX 64683 ST. PAUL, MN 55164-0683			VP, Gen. Counsel & Corp. Sec.	

Signatures

/s/ Timothy J. Keenan	06/02/2009
**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)	Amended and Restated 2000 Stock Incentive Plan: 14,177 restricted shares were awarded pursuant to H.B. Fuller Company's Amended and Restated 2000 Stock Incentive Plan. Amount includes 4,165 restricted shares that vest effective December 4, 2009; 3,557 restricted shares that vest effective December 6, 2010; and 6,455 restricted shares that vest effective December 4, 2011. Amount also includes restricted shares acquired pursuant to a dividend accrual feature of the Amended and Restated 2000 Stock Incentive Plan.
(3)	2000 Stock Incentive Plan: This option vested in four equal annual installments beginning on December 2, 2005.
(4)	Deferred Compensation Plan: These units (acquired after 12-31-04) convert into shares of common stock on a 1-for-1 basis.
(5)	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.
(6)	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.
(7)	2000 Stock Incentive Plan: This option vests in four equal annual installments beginning December 1, 2006.
(8)	Amended and Restated 2000 Stock Incentive Plan: This option vests in four equal annual installments beginning on December 4, 2007.
(9)	Amended and Restated 2000 Stock Incentive Plan: This option vests in four equal annual installments beginning on December 6, 2008.
(10)	Amended and Restated 2000 Stock Incentive Plan: This option vests in four equal annual installments beginning on December 4, 2009.

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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