

FULLER H B CO
Form 4
December 08, 2008

FORM 4

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

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

**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

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
burden hours per
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person *
CORRADINI FABRIZIO

(Last) (First) (Middle)

1200 WILLOW LAKE BLVD., 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)
12/04/2008

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 ____ Other (specify
below) below)

V.P. & Chief Strategy Officer

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	12/04/2008		A		5,810	A	\$ 0
					5,810 ⁽¹⁾	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
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SEC 1474
(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)**

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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 Securities (Instr. 3 and 4)	8. Amount of Securities Underlying Derivative Security (Instr. 3 and 4)
Restricted Stock Units	\$ 0 ⁽²⁾					⁽³⁾ 12/06/2010	Common Stock	3,6
Employee Stock Option (Right-to-Buy)	\$ 26.65					⁽⁵⁾ 12/06/2017	Common Stock	14
Employee Stock Option (Right-to-Buy)	\$ 14.15	12/04/2008		A	25,233	⁽⁶⁾ 12/04/2018	Common Stock	25

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
CORRADINI FABRIZIO 1200 WILLOW LAKE BLVD. P.O. BOX 64683 ST. PAUL, MN 55164-0683			V.P. & Chief Strategy Officer	

Signatures

/s/ Timothy J. Keenan,
Attorney-in-Fact

12/08/2008

 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) Amended and Restated 2000 Stock Incentive Plan: These restricted shares vest effective December 4, 2011.
- (2) Amended and Restated 2000 Stock Incentive Plan: These restricted stock units convert into shares of common stock on a 1-for-1 basis.
- (3) Amended and Restated 2000 Stock Incentive Plan: These restricted stock units vest effective December 6, 2010.
- (4) Amended and Restated 2000 Stock Incentive Plan: These restricted units include stock units acquired pursuant to a dividend equivalent reinvestment feature of H.B. Fuller Company's Amended and Restated 2000 Stock Incentive Plan.
- (5) Amended and Restated 2000 Stock Incentive Plan: This option vests in four equal annual installments beginning on December 6, 2008.
- (6) 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. 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.