

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
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(Print or Type Responses)

1. Name and Address of Reporting Person *
GIERTZ JAMES R

(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)

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 below) ____ Other (specify below)

Senior VP and CFO

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)
Common Stock				(A) or (D)	Price		
			Code	V	Amount		
Common Stock	12/04/2008		A		10,974	A	\$ 0
					27,034.84 ⁽²⁾	D	
					509.37 ⁽¹⁾	I	By 401(k) P.lan

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

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information contained in this form are not
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(9-02)

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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 of Underlying Security (Instr. 3 and 4)	8. Amount or Number of Shares of Underlying Security
Employee Stock Option (Right-to-Buy)	\$ 20.93					(3) 04/02/2018	Common Stock	23,
Employee Stock Option (Right-to-Buy)	\$ 14.15	12/04/2008		A	47,663	(4) 12/04/2018	Common Stock	47,

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
GIERTZ JAMES R 1200 WILLOW LAKE BOULEVARD P.O. BOX 64683 ST. PAUL, MN 55164-0683	Senior VP and CFO

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) 401(k) Plan: This amount includes shares and dividends acquired pursuant to the H.B. Fuller Company Thrift Plan.

(2) Amended and Restated 2000 Stock Incentive Plan: 16,976 restricted shares were awarded pursuant to H.B. Fuller Company's Amended and Restated 2000 Stock Incentive Plan. This amount includes 6,002 restricted shares that vest effective April 2, 2011 and 10,974 restricted shares that vest effective December 4, 2011. Total amount also includes restricted shares acquired pursuant to a dividend accrual feature of the Amended and Restated 2000 Stock Incentive Plan.

(3) Amended and Restated 2000 Stock Incentive Plan: This option vests in four equal annual installments beginning on April 2, 2009.

(4) 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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