

FULLER H B CO  
Form 4  
May 18, 2009

**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

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(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)

05/15/2009

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

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_ 10% Owner  
☒ Officer (give title below) \_\_\_\_ Other (specify below)

VP, Gen. Counsel & Corp. Sec.

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
☒ 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<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities<br>Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|----------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|-------------------------------------------------------------------|
| Common<br>Stock                       |                                         |                                                             |                                      | (A)<br>or<br>(D)                                                           | 1,897.95 <sup>(1)</sup>                                                                                            | I                                                                    | By 401(k)<br>Plan                                                 |
| Common<br>Stock                       |                                         |                                                             |                                      |                                                                            | 19,349.44 <sup>(2)</sup>                                                                                           | D                                                                    |                                                                   |

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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SEC 1474  
(9-02)

# Edgar Filing: FULLER H B CO - Form 4

**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) |                 |              |                            |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|-----|-------------------------------------------------------------|-----------------|--------------|----------------------------|
|                                            |                                                        |                                      |                                                    | Code                           | V                                                                                       | (A)                                                      | (D) | Date Exercisable                                            | Expiration Date | Title        | Amount or Number of Shares |
| Employee Stock Option (Right-to-Buy)       | \$ 14.49                                               |                                      |                                                    |                                |                                                                                         |                                                          |     | (3)                                                         | 12/02/2014      | Common Stock | 12,200                     |
| Phantom Units                              | \$ 0 (4)                                               | 05/15/2009                           |                                                    | A                              |                                                                                         | 16.27                                                    |     | (5)                                                         | (5)             | Common Stock | 16,200                     |
| Employee Stock Option (Right-to-Buy)       | \$ 16.015                                              |                                      |                                                    |                                |                                                                                         |                                                          |     | (7)                                                         | 12/01/2015      | Common Stock | 16,700                     |
| Employee Stock Option (Right-to-Buy)       | \$ 26.79                                               |                                      |                                                    |                                |                                                                                         |                                                          |     | (8)                                                         | 12/04/2016      | Common Stock | 16,000                     |
| Employee Stock Option (Right-to-Buy)       | \$ 26.65                                               |                                      |                                                    |                                |                                                                                         |                                                          |     | (9)                                                         | 12/06/2017      | Common Stock | 14,200                     |
| Employee Stock Option (Right-to-Buy)       | \$ 14.15                                               |                                      |                                                    |                                |                                                                                         |                                                          |     | (10)                                                        | 12/04/2018      | Common Stock | 28,000                     |

## Reporting Owners

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

## Signatures

/s/ Timothy J. Keenan 05/18/2009

\*\*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. 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.
- (2) 2000 Stock Incentive Plan: This option vested in four equal annual installments beginning on December 2, 2005.
- (3) 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 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.
- (4) 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.
- (5) 2000 Stock Incentive Plan: This option vests in four equal annual installments beginning December 1, 2006.
- (6) Amended and Restated 2000 Stock Incentive Plan: This option vests in four equal annual installments beginning on December 4, 2007.
- (7) Amended and Restated 2000 Stock Incentive Plan: This option vests in four equal annual installments beginning on December 6, 2008.
- (8) Amended and Restated 2000 Stock Incentive Plan: This option vests in four equal annual installments beginning on December 4, 2009.
- (9) Amended and Restated 2000 Stock Incentive Plan: This option vests in four equal annual installments beginning on December 4, 2009.
- (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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