

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

OMB  
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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**MCCREARY JAMES C**

(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 and Corp. Controller

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)                                                           | 5,397.57 <sup>(1)</sup>                                                                                            | I                                                                    | By 401(k)<br>Plan                                                 |
| Common<br>Stock                       |                                         |                                                             |                                      | (A)<br>or<br>(D)                                                           | 25,851.66 <sup>(2)</sup>                                                                                           | D                                                                    |                                                                   |

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

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SEC 1474  
(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<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number<br>of Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed of<br>(D)<br>(Instr. 3, 4,<br>and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) |     | 7. Title and Amount<br>Underlying Securities<br>(Instr. 3 and 4) |                    |                 |                            |
|-----------------------------------------------------|--------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|-----------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|-----|------------------------------------------------------------------|--------------------|-----------------|----------------------------|
|                                                     |                                                                    |                                         |                                                             | Code                                 | V                                                                                                               | (A)                                                            | (D) | Date<br>Exercisable                                              | Expiration<br>Date | Title           | Amount<br>Number<br>Shares |
| Employee<br>Stock Option<br>(Right-to-Buy)          | \$ 12.975                                                          |                                         |                                                             |                                      |                                                                                                                 |                                                                |     | (3)                                                              | 01/17/2012         | Common<br>Stock | 15,3                       |
| Employee<br>Stock Option<br>(Right-to-Buy)          | \$ 13.95                                                           |                                         |                                                             |                                      |                                                                                                                 |                                                                |     | (4)                                                              | 12/09/2012         | Common<br>Stock | 14,0                       |
| Phantom Units                                       | \$ 0 (5)                                                           |                                         |                                                             |                                      |                                                                                                                 |                                                                |     | (6)                                                              | (6)                | Common<br>Stock | 3,30                       |
| Employee<br>Stock Option<br>(Right-to-Buy)          | \$ 13.65                                                           |                                         |                                                             |                                      |                                                                                                                 |                                                                |     | (8)                                                              | 12/03/2013         | Common<br>Stock | 15,2                       |
| Employee<br>Stock Option<br>(Right-to-Buy)          | \$ 14.49                                                           |                                         |                                                             |                                      |                                                                                                                 |                                                                |     | (9)                                                              | 12/02/2014         | Common<br>Stock | 18,3                       |
| Phantom Units                                       | \$ 0 (10)                                                          | 05/15/2009                              |                                                             | A                                    |                                                                                                                 | 13.95                                                          |     | (11)                                                             | (11)               | Common<br>Stock | 13.                        |
| Employee<br>Stock Option<br>(Right-to-Buy)          | \$ 16.015                                                          |                                         |                                                             |                                      |                                                                                                                 |                                                                |     | (13)                                                             | 12/01/2015         | Common<br>Stock | 16,7                       |
| Employee<br>Stock Option<br>(Right-to-Buy)          | \$ 26.79                                                           |                                         |                                                             |                                      |                                                                                                                 |                                                                |     | (14)                                                             | 12/04/2016         | Common<br>Stock | 9,6                        |
| Employee<br>Stock Option<br>(Right-to-Buy)          | \$ 26.65                                                           |                                         |                                                             |                                      |                                                                                                                 |                                                                |     | (15)                                                             | 12/06/2017         | Common<br>Stock | 8,5                        |
| Employee<br>Stock Option<br>(Right-to-Buy)          | \$ 14.15                                                           |                                         |                                                             |                                      |                                                                                                                 |                                                                |     | (16)                                                             | 12/04/2018         | Common<br>Stock | 16,8                       |

## Reporting Owners

| Reporting Owner Name / Address | Relationships |
|--------------------------------|---------------|
| Reporting Owners               |               |

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Director 10% Owner Officer

Other

MCCREARY JAMES C  
1200 WILLOW LAKE BOULEVARD  
P.O. BOX 64683  
ST. PAUL, MN 55164-0683

VP and Corp. Controller

## Signatures

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

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: 8,506 restricted shares were awarded pursuant to H.B. Fuller Company's Amended and Restated 2000 Stock Incentive Plan. This amount includes 2,499 restricted shares that will vest effective December 4, 2009; 2,134 restricted shares that will vest effective December 6, 2010; and 3,873 restricted shares that will 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 January 17, 2003.
- (3) 2000 Stock Incentive Plan: This option vested in four equal annual installments beginning on December 9, 2003.
- (4) Deferred Compensation Plan: These units convert into shares of common stock on a 1-for-1 basis.
- (5) 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.
- (6) Key Employee Deferred Compensation Plan Dividend Reinvestment: This amount includes stock units acquired pursuant to a dividend equivalent feature of the Key Employees' Deferred Compensation Plan.
- (7) 2000 Stock Incentive Plan: This option vested in four equal annual installment beginning on December 3, 2004.
- (8) 2000 Stock Incentive Plan: This option vested in four equal annual installments beginning on December 2, 2005.
- (9) Deferred Compensation Plan: These units (acquired after 12-31-04) convert into shares of common stock on a 1-for-1 basis.
- (10) 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.
- (11) 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.
- (12) 2000 Stock Incentive Plan: This option vests in four equal annual installments beginning on December 1, 2006.
- (13) Amended and Restated 2000 Stock Incentive Plan: This option vests in four equal annual installments beginning on December 4, 2007.
- (14) Amended and Restated 2000 Stock Incentive Plan: This option vests in four equal annual installments beginning on December 6, 2008.
- (15) 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.