FULLER H B CO Form 5

January 11, 2006

FORM 5

OMB APPROVAL

OMB

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

3235-0362 Number: January 31, Expires:

no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction

Check this box if

2005 Estimated average

ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

burden hours per response... 1.0

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, 1(b). Form 3 Holdings Section 17(a) of the Public Utility Holding Company Act of 1935 or Section Reported

Form 4 Transactions 30(h) of the Investment Company Act of 1940

Reported 1. Name and Address of Reporting Person *

1200 WILLOW LAKE

(City)

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

Issuer

STROUCKEN ALBERT P L

FULLER H B CO [FUL]

(Check all applicable)

(First) (Middle) (Last)

(Street)

(State)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)

Director 10% Owner _ Officer (give title X Other (specify

(Zip)

below) below) Chairman of Board, Pres, CEO

BOULEVARD, Â P.O. BOX 64683

4. If Amendment, Date Original

12/03/2005

6. Individual or Joint/Group Reporting

(check applicable line)

Filed(Month/Day/Year)

ST. PAUL, MNÂ 55164-0683

X Form Filed by One Reporting Person Form Filed by More than One Reporting

(City)	(State) (Zip) 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. Secur Acquired Disposed (Instr. 3,	d (A) of (E d of (E , 4 and (A) or))	5. Amount of Securities Beneficially Owned at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock	Â	Â	Â	Â	Â	Â	1,611.94 (1)	I	By 401(k) Plan
Common Stock	Â	Â	Â	Â	Â	Â	63,795.9 (9)	D	Â
Common Stock	Â	Â	Â	Â	Â	Â	114,684	D	Â

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

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SEC 2270 (9-02)

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$\label{thm:convergence} \begin{tabular}{ll} Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned \\ (\emph{e.g.}, puts, calls, warrants, options, convertible securities) \\ \end{tabular}$

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)		vative prities uired or cosed O) r. 3,	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Underlying (Instr. 3 an
					(A)	(D)	Date Exercisable	Expiration Date	Title
Employee Stock Option (Right-to-buy)	\$ 21.5	Â	Â	Â	Â	Â	08/08/1988(2)	12/02/2008	Common Stock
Employee Stock Option (Right-to-Buy)	\$ 19.875	Â	Â	Â	Â	Â	08/08/1988(3)	12/01/2009	Common Stock
Employee Stock Option (Right-to-Buy)	\$ 18.625	Â	Â	Â	Â	Â	08/08/1988(4)	12/07/2010	Common Stock
Employee Stock Option (Right-to-Buy)	\$ 25.95	Â	Â	Â	Â	Â	08/08/1988(5)	01/17/2012	Common Stock
Phantom Stock	\$ 0 (6)	Â	Â	Â	Â	Â	08/08/1988(7)	08/08/1988(7)	Common Stock
Employee Stock Option (Right-to-Buy)	\$ 27.9	Â	Â	Â	Â	Â	08/08/1988(8)	12/09/2012	Common Stock
Employee Stock Option (Right-to-Buy)	\$ 28.39	Â	Â	Â	Â	Â	08/08/1988(10)	04/14/2014	Common Stock
Employee Stock Option (Right-to-Buy)	\$ 27.89	Â	Â	Â	Â	Â	08/08/1988(12)	12/10/2014	Common Stock
Phantom Stock	\$ 0 (13)	Â	Â	Â	Â	Â	08/08/1988(14)	08/08/1988(14)	Common Stock
Employee Stock Option (Right-to-Buy)	\$ 32.03	Â	Â	Â	Â	Â	08/08/1988(16)	12/01/2015	Common Stock

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Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

STROUCKEN ALBERT P L

1200 WILLOW LAKE BOULEVARD P.O. BOX 64683

Â

Chairman of Board, Pres, CEO Â

ST. PAUL, Â MNÂ 55164-0683

Signatures

Timothy J. Keenan, Attorney-in-Fact

01/11/2006

**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) 1992 Stock Incentive Plan: This option vests in four equal installments beginning on December 2, 1999.
- (3) 2000 Stock Incentive Plan: This option vests in four equal installments beginning on December 1, 2000.
- (4) 2000 Stock Incentive Plan: This option vests in four equal installments beginning on December 7, 2001.
- (5) 2000 Stock Incentive Plan: This option vests in four equal installments beginning on January 17, 2003.
- (6) Deferred Compensation Plan: These units convert into shares of common stock on a 1-for-1 basis.
- (7) 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.
- (8) 2000 Stock Incentive Plan: This option vests in four equal installments beginning on December 9, 2003.
 - 2000 Stock Incentive Plan: These restricted shares were awarded pursuant to H.B. Fuller Company's 2000 Stock Incentive Plan. Amount includes 1790 restricted shares that will vest in four equal annual installments beginning on April 14, 2005, 6544 restricted shares that
- (9) will vest in four equal annual installments beginning on April 15, 2005, 29822 restricted shares that will vest effective December 10, 2007 subject to attainment of earnings per share target, and 27040 restricted shares that will vest effective December 1, 2008 subject to attainment of earnings per share target. This total amount includes shares acquired pursuant to a dividend reinvestment feature of the Plan
- (10) 2000 Stock Incentive Plan: This option vests in four equal installments beginning on April 14, 2005.
- (11) 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.
- (12) 2000 Stock Incentive Plan: This option vests in four equal installments beginning on December 10, 2005
- (13) 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.
- (15) 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.
- (16) 2000 Stock Incentive Plan: This option vests in four equal installments beginning on December 1, 2006.

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.

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