

FULLER H B CO
Form 4
December 03, 2008

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
TICO FARRE RAMON

(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)
12/01/2008

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)
Vice President, Latin America

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 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 Ownership (Instr. 4)
				(A) or (D)	Price		
Common Stock	12/01/2008		M	4,193	\$ 14.39	4,193 ⁽¹²⁾	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)

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 Underlying Security (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title
Employee Stock Option (Right-to-Buy)	\$ 16.015					(1) 12/01/2015		Common Stock
Restricted Stock Units	\$ 0 (3)	12/01/2008		M	4,193.354	(2) 12/01/2008		Common Stock
Restricted Stock Units	\$ 0 (5)					(4) 12/04/2009		Common Stock
Employee Stock Option (Right-to-Buy)	\$ 26.79					(6) 12/04/2016		Common Stock
Restricted Stock Units	\$ 0 (5)					(7) 12/06/2010		Common Stock
Employee Stock Option (Right-to-Buy)	\$ 26.65					(8) 12/06/2017		Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
TICO FARRE RAMON 1200 WILLOW LAKE BOULEVARD P.O. BOX 64683 ST. PAUL, MN 55164-0683			Vice President, Latin America	

Signatures

/s/ Debra L. Hovland, 12/03/2008
Attorney-in-Fact

__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) 2000 Stock Incentive Plan: This option vests in four equal annual installments beginning on December 1, 2006.
- (2) 2000 Stock Incentive Plan: These restricted stock units vested on December 1, 2008.
- (3) 2000 Stock Incentive Plan: These restricted stock units convert into shares of common stock on a 1-for-1 basis.

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- (4) Amended and Restated 2000 Stock Incentive Plan: These restricted stock units vest effective December 4, 2009.
- (5) Amended and Restated 2000 Stock Incentive Plan: These restricted stock units convert into shares of common stock on a 1-for-1 basis.
- (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: These restricted stock units vest effective December 6, 2010.
- (8) Amended and Restated 2000 Stock Incentive Plan: This option vests in four equal annual installments beginning on December 6, 2008.
- (9) 2000 Stock Incentive Plan: These restricted units include stock units acquired pursuant to a dividend equivalent reinvestment feature of H.B. Fuller Company's 2000 Stock Incentive Plan.
- (10) 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.
- (11) 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.
- (12) In connection with the conversion of restricted stock units into shares of common stock, a fractional share of .354 was cancelled.

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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