

FULLER H B CO
Form 4
December 01, 2004

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 *
CONATY JAMES R

(Last) (First) (Middle)

1200 WILLOW LAKE
BOULEVARD, P.O. BOX 64683

(Street)

ST. PAUL 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)

08/05/2004

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 _____ Other (specify
below) below)

Grp Pres, Gen'l Mgr, Global Ad

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)
			Code	V	Amount	(A) or (D)	Price
Common Stock					27,030	D	
Common Stock					5,588.76 ⁽¹⁾	D	
Common Stock	08/05/2004 ⁽¹⁰⁾		I		5,961.7	D	\$ 26.15
					628.12 ⁽²⁾	I	

By 401(k)
Plan

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

**Persons who respond to the collection of
information contained in this form are not
required to respond unless the form
displays a currently valid OMB control**

SEC 1474
(9-02)

number.

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 Underlying Security (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of
Employee Stock Option (Right-to-Buy)	\$ 21.5					08/08/1988 ⁽³⁾	12/02/2008	Common Stock	9
Employee Stock Option (Right-to-Buy)	\$ 27.375					08/08/1988 ⁽⁴⁾	12/01/2009	Common Stock	7
Employee Stock Option (Right-to-Buy)	\$ 18.625					08/08/1988 ⁽⁵⁾	12/07/2010	Common Stock	3
Employee Stock Option (Right-to-Buy)	\$ 25.95					08/08/1988 ⁽⁶⁾	01/17/2012	Common Stock	8
Employee Stock Option (Right-to-Buy)	\$ 27.9					08/08/1988 ⁽⁷⁾	12/09/2012	Common Stock	8
Phantom Stock	\$ 0 ⁽⁸⁾					08/08/1988 ⁽⁹⁾	08/08/1988 ⁽⁹⁾	Common Stock	92

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
CONATY JAMES R 1200 WILLOW LAKE BOULEVARD P.O. BOX 64683 ST. PAUL 55164-0683	Grp Pres, Gen'l Mgr, Global Ad

Signatures

James R. Conaty

12/01/2004

__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) 1992 Stock Incentive Plan: This amount includes shares acquired pursuant to a dividend equivalent reinvestment feature on the H.B. Fuller Company 1992 Stock Incentive Plan.
- (2) 401(k) Plan: This amount includes shares acquired during the fiscal year pursuant to the H.B. Fuller Company Thrift Plan.
- (3) 1992 Stock Incentive Plan: This option vests in four equal installments beginning on December 2, 1999.
- (4) 1992 Stock Incentive Plan: This option vests in four equal installments beginning on December 1, 2000.
- (5) 2000 Stock Incentive Plan: This option vests in four equal installments beginning on December 7, 2001.
- (6) 2000 Stock Incentive Plan: This option vests in four equal installments beginning on January 17, 2003.
- (7) 2000 Stock Incentive Plan: This option vests in four equal installments beginning on December 9, 2003.
- (8) Deferred Compensation Plan: These units convert into shares of common stock on a 1-for-1 basis.
- (9) 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.
- (10) Shares sold represent discretionary sale of shares from 401(k) holdings.

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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