

FULLER H B CO
Form 5
December 29, 2004

FORM 5

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).
Form 3 Holdings
Reported
Form 4
Transactions
Reported

**ANNUAL 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
Number: 3235-0362
Expires: January 31,
2005
Estimated average
burden hours per
response... 1.0

1. Name and Address of Reporting Person *
LARGE STEPHEN J

(Last) (First) (Middle)

**1200 WILLOW LAKE
BOULEVARD, P.O. BOX 64683**

(Street)

2. Issuer Name and Ticker or Trading
Symbol
FULLER H B CO [FUL]

3. Statement for Issuer's Fiscal Year Ended
(Month/Day/Year)
11/27/2004

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)
Grp Pres, Gen'l Mgr, FV/S

6. Individual or Joint/Group Reporting

(check applicable line)

ST. PAUL, MN 55164-0683

(City) (State) (Zip)

☒ 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 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 Â	1,309.19 ⁽¹⁾	I	By 401(k) Plan
Common Stock	Â	Â	Â	Â Â Â Â	1,356.66 ⁽¹²⁾	D	Â

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 number.**

SEC 2270
(9-02)

Edgar Filing: FULLER H B CO - Form 5

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 Underlying (Instr. 3 and
					(A) (D)	Date Exercisable Expiration Date	Title
Common Stock Units	\$ 0 ⁽¹⁰⁾	Â	Â	Â	Â Â	08/08/1988 ⁽⁸⁾ 08/08/1988 ⁽⁸⁾	Common Stock
Employee Stock Option (Right-to-Buy)	\$ 21.5	Â	Â	Â	Â Â	08/08/1988 ⁽³⁾ 12/02/2008	Common Stock
Employee Stock Option (Right-to-Buy)	\$ 27.375	Â	Â	Â	Â Â	08/08/1988 ⁽⁴⁾ 12/01/2009	Common Stock
Employee Stock Option (Right-to-Buy)	\$ 18.625	Â	Â	Â	Â Â	08/08/1988 ⁽⁵⁾ 12/07/2010	Common Stock
Employee Stock Option (Right-to-Buy)	\$ 25.95	Â	Â	Â	Â Â	08/08/1988 ⁽⁶⁾ 01/17/2012	Common Stock
Phantom Stock	\$ 0 ⁽⁷⁾	Â	Â	Â	Â Â	08/08/1988 ⁽²⁾ 08/08/1988 ⁽²⁾	Common Stock
Employee Stock Option (Right-to-Buy)	\$ 27.3	Â	Â	Â	Â Â	08/08/1988 ⁽⁹⁾ 12/03/2013	Common Stock
Employee Stock Option (Right-to-Buy)	\$ 27.9	Â	Â	Â	Â Â	08/08/1988 ⁽¹¹⁾ 12/09/2012	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
LARGE STEPHEN J 1200 WILLOW LAKE BOULEVARD P.O. BOX 64683	Â	Â	Â Grp Pres, Gen'l Mgr, FV/S	Â

ST. PAUL, MN 55164-0683

Signatures

Timothy J. Keenan,
Attorney-in-Fact

12/29/2004

____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) 401(k) Plan: This amount includes shares and dividends acquired during the fiscal year pursuant to the H.B. Fuller Company Thrift Plan.
- (2) 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.
- (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) Deferred Compensation Plan: These units convert into shares of common stock on a 1-for-1 basis.
- (8) 1992 Stock Incentive Plan: This amount includes stock units acquired pursuant to a dividend equivalent reinvestment feature on the H.B. Fuller Company 1992 Stock Incentive Plan.
- (9) 2000 Stock Incentive Plan: This option vests in four equal installment beginning on December 3, 2004.
- (10) 1992 Stock Incentive Plan: These units convert into shares of common stock on a 1-for-1 basis.
- (11) 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. The
- (12) shares vest in four equal annual installments beginning on April 15, 2005. Includes restricted shares acquired pursuant to a dividend reinvestment feature of the Plan.
- (13) 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.

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.