

FULLER H B CO
Form 5
December 29, 2004

FORM 5

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

OMB APPROVAL

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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

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

(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. 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)

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|--|--|-----------------------------------|
| Common Stock | Â | Â | Â | Â | 1,309.19 ⁽¹⁾ | I | By 401(k) Plan |
| Common Stock | 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.

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SEC 2270 (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 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 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|--|
| | | | | | (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.

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