

FULLER H B CO
Form 4
January 30, 2007

FORM 4

**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).

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 *
FEENAN JOHN A

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)

P.O. BOX 64683

01/29/2007

Sr. VP, CFO

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

ST. PAUL, MN 55164-0683

(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. 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 Ownership (Instr. 4)
Common Stock					887.3 ⁽⁵⁾	I	By 401(k) Plan
Common Stock	01/29/2007		M	26,676 A	\$ 13.65 64,568.63 ⁽⁷⁾	D	
Common Stock	01/29/2007		M	12,024 A	\$ 14.49 76,592.63	D	
Common Stock	01/29/2007		S	100 D	\$ 24.67 76,492.63	D	
Common Stock	01/29/2007		S	1,000 D	\$ 24.65 75,492.63	D	

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Common Stock	01/29/2007	S	300	D	\$ 24.64	75,192.63	D
Common Stock	01/29/2007	S	1,300	D	\$ 24.63	73,892.63	D
Common Stock	01/29/2007	S	4,876	D	\$ 24.62	69,016.63	D
Common Stock	01/29/2007	S	6,700	D	\$ 24.61	62,316.63	D
Common Stock	01/29/2007	S	1,900	D	\$ 24.6	60,416.63	D
Common Stock	01/29/2007	S	7,517	D	\$ 24.59	52,899.63	D
Common Stock	01/29/2007	S	1,583	D	\$ 24.58	51,316.63	D
Common Stock	01/29/2007	S	1,400	D	\$ 24.57	49,916.63	D
Common Stock	01/29/2007	S	100	D	\$ 24.68	49,816.63	D
Common Stock	01/29/2007	S	100	D	\$ 24.67	49,716.63	D
Common Stock	01/29/2007	S	200	D	\$ 24.66	49,516.63	D
Common Stock	01/29/2007	S	200	D	\$ 24.64	49,316.63	D
Common Stock	01/29/2007	S	3,824	D	\$ 24.62	45,492.63	D
Common Stock	01/29/2007	S	300	D	\$ 24.6	45,192.63	D
Common Stock	01/29/2007	S	100	D	\$ 24.59	45,092.63	D
Common Stock	01/29/2007	S	100	D	\$ 24.57	44,992.63	D
Common Stock	01/29/2007	S	3,400	D	\$ 24.55	41,592.63	D
Common Stock	01/29/2007	S	400	D	\$ 24.54	41,192.63	D
Common Stock	01/29/2007	S	400	D	\$ 24.53	40,792.63	D
Common Stock	01/29/2007	S	2,900	D	\$ 24.52	37,892.63 ⁽⁷⁾	D
Part 2 of 2.						0	D

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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.

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(9-02)

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)
Employee Stock Option (Right-to-Buy)	\$ 12.225					08/08/1988 ⁽¹⁾ 10/01/2013
Phantom Units	\$ 0 ⁽²⁾					08/08/1988 ⁽³⁾ 08/08/1988 ⁽³⁾
Employee Stock Option (Right-to-Buy)	\$ 13.65	01/29/2007		M	26,676	08/08/1988 ⁽⁴⁾ 12/03/2013
Employee Stock Option (Right-to-Buy)	\$ 14.49	01/29/2007		M	12,024	08/08/1988 ⁽⁶⁾ 12/02/2014
Phantom Units	\$ 0 ⁽⁹⁾					08/08/1988 ⁽¹⁰⁾ 08/08/1988 ⁽¹⁰⁾
Employee Stock Option (Right-to-Buy)	\$ 16.015					08/08/1988 ⁽¹²⁾ 12/01/2015
Employee Stock Option(Right-to-Buy)	\$ 26.79					08/08/1988 ⁽¹³⁾ 12/04/2016

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
FEENAN JOHN A P.O. BOX 64683 ST. PAUL, MN 55164-0683			Sr. VP, CFO	

Signatures

Timothy J. Keenan,
Attorney-in-Fact

01/30/2007

**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 August 25, 2004.
- (2) Deferred Compensation Plan: These units convert into shares of common stock on a 1-for-1 basis.
- (3) 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.
- (4) 2000 Stock Incentive Plan: This option vests in four equal annual installments beginning on December 3, 2004.
- (5) 401(k) Plan: This amount includes shares and dividends acquired during the fiscal year pursuant to the H.B. Fuller Company Thrift Plan.
- (6) 2000 Stock Incentive Plan: This option vests in four equal annual installments beginning on December 2, 2005.
2000 Stock Incentive Plan: These restricted shares were awarded pursuant to H.B. Fuller Company's 2000 Stock Incentive Plan. Amount includes 15,844 restricted shares that vest effective December 2, 2007, and 14,366 restricted shares that vest effective December 1, 2008, and 7080 restricted shares that vest effective December 4, 2009. Total amount also includes restricted shares acquired pursuant to a dividend reinvestment feature of the 2000 Stock Incentive Plan. All holdings changed to reflect August 4, 2006 2:1 stock split.
- (8) 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.
- (9) 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.
- (11) 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.
- (12) 2000 Stock Incentive Plan: This option vests in four equal annual installments beginning on December 1, 2006.
- (13) 2000 Stock Incentive Plan: This option vests in four equal annual installments beginning December 4, 2007.

Remarks:

Part 2 of 2.

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