

FULLER H B CO
Form 4
February 06, 2006

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 *
MCCREARY JAMES C

(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)
02/06/2006

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)
VP, Corporate Controller

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 Indirect Ownership (Instr. 4)
				(A) or (D) Code V Amount (D) Price			
Common Stock	02/06/2006		M	9,988 A \$ 18.625	15,139.97	D	
Common Stock					1,416.77 ⁽¹⁾	I	By 401(k) Plan
Common Stock					4,992.26 ⁽¹³⁾	D	
Common Stock	02/06/2006		S	4,500 D \$ 39	10,639.97	D	
Common Stock	02/06/2006		S	1,200 D \$ 39.01	9,439.97	D	

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Common Stock	02/06/2006	S	300	D	\$ 39.02	9,139.97	D
Common Stock	02/06/2006	S	1,100	D	\$ 39.03	8,039.97	D
Common Stock	02/06/2006	S	2,000	D	\$ 39.04	6,039.97	D
Common Stock	02/06/2006	S	600	D	\$ 39.05	5,439.97	D
Common Stock	02/06/2006	S	100	D	\$ 39.06	5,339.97	D
Common Stock	02/06/2006	S	188	D	\$ 39.07	5,151.97	D

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

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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)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title
Employee Stock Option (Right-to-Buy)	\$ 18.625	02/06/2006		M	9,988	08/08/1988 ⁽²⁾	12/07/2010	Common Stock
Employee Stock Option (Right-to-Buy)	\$ 25.95					08/08/1988 ⁽³⁾	01/17/2012	Common Stock
Employee Stock Option (Right-to-Buy)	\$ 27.9					08/08/1988 ⁽⁴⁾	12/09/2012	Common Stock
Phantom Units	\$ 0 ⁽⁵⁾					08/08/1988 ⁽⁶⁾	08/08/1988 ⁽⁶⁾	Common Stock
Employee Stock Option	\$ 27.3					08/08/1988 ⁽⁷⁾	12/03/2013	Common Stock

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(13) 2000 Stock Incentive Plan: These restricted shares were awarded pursuant to H.B. Fuller Company's 2000 Stock Incentive Plan. Amount includes 893 restricted shares that vest in four equal annual installments beginning on April 15, 2005, 2237 restricted shares that vest effective December 2, 2007 and 2028 restricted shares that will vest effective December 1, 2008. Total amount also includes restricted shares acquired pursuant to a dividend reinvestment feature of the 2000 Stock Incentive Plan.

(14) 2000 Stock Incentive Plan: This option vests in four equal installments beginning on December 1, 2006.

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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