

FULLER H B CO
Form 4
March 11, 2008

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 *
MORETTI MONICA

(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. Date of Earliest Transaction
(Month/Day/Year)
03/07/2008

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 and Chief Marketing Officer

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) | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|---|
| | | | Code | V | Amount | (A) or (D) | Price | |
| Common Stock | | | | | 1,820.44 ⁽¹⁾ | I | By 401(k) Plan | |
| Common Stock | | | | | 12,216.93 ⁽²⁾ ⁽³⁾ | D | | |
| Common Stock | 03/07/2008 | | M | 5,082 | A | \$ 13.65 | 17,298.93 | D |
| Common Stock | 03/07/2008 | | M | 5,352 | A | \$ 14.49 | 22,650.93 | D |
| Common Stock | 03/07/2008 | | M | 8,388 | A | \$ 16.015 | 31,038.93 | D |

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| | | | | | | | |
|--------------|------------|---|-----------|---|----------|-------------------------------------|---|
| Common Stock | 03/07/2008 | S | 8,100 | D | \$ 20.43 | 22,938.93 | D |
| Common Stock | 03/07/2008 | S | 10,722 | D | \$ 20.42 | 12,216.93 | D |
| Common Stock | 03/07/2008 | D | 10,658.93 | D | \$ 0 | 1,558 ⁽²⁾ ⁽³⁾ | D |

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

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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) | | 7. Title and Amount of Underlying Security (Instr. 3 and 4) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|-----------------|---|----------------------------|
| | | | | | | Date Exercisable | Expiration Date | | |
| Employee Stock Option (Right-to-Buy) | \$ 13.65 | 03/07/2008 | | M | 5,082 | <u>(4)</u> | 12/03/2013 | Common Stock | 5,082 |
| Employee Stock Option (Right-to-Buy) | \$ 14.49 | 03/07/2008 | | M | 5,352 | <u>(5)</u> | 12/02/2014 | Common Stock | 5,352 |
| Employee Stock Option (Right-to-Buy) | \$ 16.015 | 03/07/2008 | | M | 8,388 | <u>(6)</u> | 12/01/2015 | Common Stock | 8,388 |
| Employee Stock Option (Right-to-Buy) | \$ 26.79 | | | | | <u>(7)</u> | 12/04/2016 | Common Stock | 9,640 |
| Employee Stock Option (Right-to-Buy) | \$ 26.65 | | | | | <u>(8)</u> | 12/06/2017 | Common Stock | 14,200 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|--------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| MORETTI MONICA 1200 WILLOW LAKE BOULEVARD P.O. BOX 64683 ST. PAUL, MN 55164-0683 | | | VP and Chief Marketing Officer | |

Signatures

/s/ Debra L. Hovland,
Attorney-in-Fact

03/11/2008

__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.

2000 Stock Incentive Plan: 4,444 restricted shares were awarded pursuant to H.B. Fuller Company's 2000 Stock Incentive Plan. This amount includes 388 restricted shares that vest effective April 15, 2008 and 4,056 restricted shares that vest effective December 1, 2008.
(2) Total amount also includes restricted shares acquired pursuant to a dividend accrual feature of the 2000 Stock Incentive Plan. All above restricted shares were forfeited upon termination of employment.

Amended and Restated 2000 Stock Incentive Plan: 6,056 restricted shares were awarded pursuant to H.B. Fuller Company's Amended and Restated 2000 Stock Incentive Plan. This amount includes 2,499 restricted shares that vest effective December 4, 2009 and 3,557 restricted shares that vest effective December 6, 2010. Amount also includes restricted shares acquired pursuant to a dividend accrual feature of the Amended and Restated 2000 Stock Incentive Plan. All above restricted shares were forfeited upon termination of employment.

(4) 2000 Stock Incentive Plan: This option vests in four equal annual installments beginning on December 3, 2004.

(5) 2000 Stock Incentive Plan: This option vests in four equal annual installments beginning on December 2, 2005.

(6) 2000 Stock Incentive Plan: This option vests in four equal annual installments beginning on December 1, 2006.

(7) Amended and Restated 2000 Stock Incentive Plan: This option vests in four equal annual installments beginning on December 4, 2007.

(8) Amended and Restated 2000 Stock Incentive Plan: This option vests in four equal annual installments beginning on December 6, 2008.

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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