

FULLER H B CO
Form 4
June 29, 2006

FORM 4

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).

**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
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(Print or Type Responses)

1. Name and Address of Reporting Person *
KLEEDEHN KNUT

(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)

06/27/2006

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)

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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	06/27/2006		M		1,383.02	D	\$ 47.88	0	D	
Common Stock	06/27/2006		M		1,383.02	A	\$ 47.88	5,884.02	D	
Common Stock	06/27/2006		F		415 ⁽⁷⁾	D	\$ 47.88	5,469.02	D	
Common Stock	06/27/2006		D		0.02 ⁽⁸⁾	D	\$ 47.88	5,469	D	

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

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SEC 1474
(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 Securities (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Units	\$ 0 ⁽¹⁾							08/08/1988 ⁽²⁾	08/08/1988 ⁽²⁾	Common Stock	3,834.24
Stock Units	\$ 0 ⁽⁴⁾							08/08/1988 ⁽⁵⁾	08/08/1988 ⁽⁵⁾	Common Stock	768.33

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
KLEEDEHN KNUT 1200 WILLOW LAKE BOULEVARD P.O. BOX 64683 ST. PAUL 55164-0683	X

Signatures

Timothy J. Keenan,
Attorney-in-Fact 06/29/2006

 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) Deferred Compensation Plan: These units convert into shares of common stock on a 1-for-1 basis.

Directors' Deferred Compensation Plan: These stock units were acquired pursuant to the H.B. Fuller Company's Directors' Deferred

(2) Compensation Plan. These stock units will be converted into shares of common stock upon retirement, death, disability or certain specified events, all as defined in such plan.

(3)

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Directors' Deferred Compensation Plan Dividend Reinvestment: This amount includes stock units acquired pursuant to a dividend equivalent feature of the Directors' Deferred Compensation Plan.

- (4) Deferred Compensation Plan: These units (acquired after 12-31-04) convert into shares of common stock on a 1-for-1 basis.

Directors' Deferred Compensation Plan: These stock units (acquired after 12-31-04) were acquired pursuant to the H.B. Fuller Company's

- (5) Directors' Deferred Compensation Plan. These stock units will be converted into shares of common stock upon retirement, death, disability or certain specified events, all as defined in such plan, subject to holding periods required by law.
- (6) Directors' Deferred Compensation Plan Dividend Reinvestment: This amount (acquired after 12-31-04) includes stock units acquired pursuant to a dividend equivalent feature of the Directors' Deferred Compensation Plan.
- (7) 1998 Directors' Stock Plan: Shares withheld for non-resident alien tax withholding on 1383.02 shares issued pursuant to a vesting provision of the 1998 Directors' Stock Plan.
- (8) Cash settlement of fractional share in connection with the vesting of restricted stock held by reporting person.

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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