FULLER H B CO
Form 5
December 29, 2004

FORM 5

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

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

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

1. Name and Address of Reporting Person *
MCNELLIS WILLIAM A

(Last) (First) (Middle)

1200 WILLOW LAKE BOULEVARD,Â P.O. BOX 64683

(Street)

ST. PAULÂ 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
__X__ Officer (give title below) _____ Other (specify below)
Group President, Asia Pacific

6. Individual or Joint/Group Reporting

(check applicable line)

_X_ 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 Indirect Beneficial Ownership (Instr. 4)
				Amount	(A) or (D)	Price			
Common Stock	Â	Â	Â	Â	Â	Â	907	D	Â
Common Stock	Â	Â	Â	Â	Â	Â	14.31 (1)	D	Â
Common Stock	Â	Â	Â	Â	Â	Â	781.31 (3)	I	By 401(k) Plan
Common Stock	Â	Â	Â	Â	Â	Â	10,318.5 (2)	D	Â

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 an
					(A)	(D)	Date Exercisable	Expiration Date	Title
Employee Stock Option (Right-to-Buy)	$ 21.5	Â	Â	Â	Â	Â	08/08/1988(4)	12/02/2008	Common Stock
Employee Stock Option (Right-to-Buy)	$ 27.375	Â	Â	Â	Â	Â	08/08/1988(5)	12/01/2009	Common Stock
Employee Stock Option (Right-to-Buy)	$ 18.625	Â	Â	Â	Â	Â	08/08/1988(6)	12/07/2010	Common Stock
Employee Stock Option (Right-to-Buy)	$ 25.95	Â	Â	Â	Â	Â	08/08/1988(7)	01/17/2012	Common Stock
Employee Stock Option (Right-to-Buy)	$ 27.9	Â	Â	Â	Â	Â	08/08/1988(8)	12/09/2012	Common Stock
Phantom Stock	$ 0 (9)	Â	Â	Â	Â	Â	08/08/1988(10)	08/08/1988(10)	Common Stock
Common Stock Units	$ 0 (11)	Â	Â	Â	Â	Â	08/08/1988(12)	08/08/1988(12)	Common Stock
Employee Stock Option (Right-to-Buy)	$ 27.96	Â	Â	Â	Â	Â	08/08/1988(13)	07/14/2014	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other

MCNELLIS WILLIAM A
1200 WILLOW LAKE BOULEVARD
P.O. BOX 64683
ST. PAULÂ 55164-0683

Â Â Â Group President, Asia Pacific Â

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) Dividend Reinvestment Plan: This amount includes shares acquired pursuant to the H.B. Fuller Company Dividend Reinvestment Program in transactions exempt from Section 16.

(2) 1992 Stock Incentive Plan: This amount includes shares acquired pursuant to a dividend reinvestment feature of the H.B. Fuller Company 1992 Stock Incentive Plan.

(3) 401(k) Plan: This amount includes shares and dividends acquired during the fiscal year pursuant to the H.B. Fuller Company Thrift Plan.

(4) 1992 Stock Incentive Plan: This option vests in four equal installments beginning on December 2, 1999.

(5) 1992 Stock Incentive Plan: This option vests in four equal installments beginning on December 1, 2000.

(6) 2000 Stock Incentive Plan: This option vests in four equal installments beginning on December 7, 2001.

(7) 2000 Stock Incentive Plan: This option vests in four equal installments beginning on January 17, 2003.

(8) 2000 Stock Incentive Plan: This option vests in four equal installments beginning on December 9, 2003.

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

(10) 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.

(11) 2000 Stock Incentive Plan: These restricted units convert into shares of common stock on a 1-for-1 basis.

(12) 2000 Stock Incentive Plan: These restricted units were awarded pursuant to H.B. Fuller Company's 2000 Stock Incentive Plan. The units vest in four equal annual installments beginning on April 15, 2005. Includes restricted units acquired pursuant to the dividend equivalent reinvestment feature of the Plan.

(13) 2000 Stock Incentive Plan: This option vests in four equal installments beginning on July 14, 2005.

(14) 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.

Note: File three copies of this Form, one of which must be manually signed. If space provided is insufficient, *see* Instruction 6 for procedure.
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