

FULLER H B CO
Form 4
December 05, 2006

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 *
STROUCKEN ALBERT P L

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

3. Date of Earliest Transaction
(Month/Day/Year)
12/01/2006

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Chairman of Board, Pres, CEO

(Street)
ST. PAUL, MN 55164-0683

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

(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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock					3,697.01 ⁽¹⁾	I	By 401(k) Plan
Common Stock	12/01/2006		M		124,672.39	D	\$ 25.91
Common Stock	12/01/2006		A		124,672.39 ⁽¹⁶⁾	A	\$ 25.91
Common Stock	12/01/2006		F		53,237 ⁽¹⁷⁾	D	\$ 25.91
Common Stock	12/01/2006		D		1.39 ⁽¹⁸⁾	D	\$ 25.91
					356,504.39	D	\$ 25.91
					303,267.39	D	\$ 25.91
					303,266	D	\$ 25.91

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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 Underlying (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title
Employee Stock Option (Right-to-Buy)	\$ 9.9375					08/08/1988 ⁽²⁾	12/01/2009	Common Stock
Employee Stock Option (Right-to-Buy)	\$ 9.3125					08/08/1988 ⁽³⁾	12/07/2010	Common Stock
Employee Stock Option (Right-to-Buy)	\$ 12.975					08/08/1988 ⁽⁴⁾	01/17/2012	Common Stock
Phantom Stock	\$ 0 ⁽⁵⁾					08/08/1988 ⁽⁶⁾	08/08/1988 ⁽⁶⁾	Common Stock
Employee Stock Option (Right-to-Buy)	\$ 13.95					08/08/1988 ⁽⁷⁾⁽¹⁶⁾	12/09/2012	Common Stock
Employee Stock Option (Right-to-Buy)	\$ 14.195					08/08/1988 ⁽⁹⁾⁽¹⁶⁾	04/14/2014	Common Stock
Employee Stock Option (Right-to-Buy)	\$ 13.945					08/08/1988 ⁽¹¹⁾⁽¹⁶⁾	12/10/2014	Common Stock
Phantom Stock	\$ 0 ⁽¹²⁾					08/08/1988 ⁽¹³⁾	08/08/1988 ⁽¹³⁾	Common Stock
Employee Stock Option (Right-to-Buy)	\$ 16.015					08/08/1988 ⁽¹⁵⁾⁽¹⁶⁾	12/01/2015	Common Stock

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- (17) 2000 Stock Incentive Plan: Shares withheld for taxes on 124672.39 restricted shares issued pursuant to a separation agreement dated November 20, 2006. (See also footnote #16.)
- (18) Cash settlement of fractional shares in connection with the vesting of restricted stock held by reporting person pursuant to a separation agreement dated November 20, 2006. (See also footnote #16.)

Remarks:

All above holdings changed to reflect August 4, 2006 2:1 stock split.

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.