

SECURITIES AND EXCHANGE COMMISSION

FORM 4

Statement of changes in beneficial ownership of securities

Filing Date: **2013-01-23** | Period of Report: **2013-01-20**
SEC Accession No. [0001225208-13-001896](#)

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ISSUER

FULLER H B CO

CIK: [39368](#) | IRS No.: [410268370](#) | State of Incorporation: **MN** | Fiscal Year End: **1203**
SIC: **2891** Adhesives & sealants

Business Address
*1200 WILLOW LAKE BLVD
ST PAUL MN 55110-5132
6126453401*

REPORTING OWNER

Owens James

CIK: [1443909](#)
Type: **4** | Act: **34** | File No.: [001-09225](#) | Film No.: [13542864](#)

Mailing Address
*1200 WILLOW LAKE
BOULEVARD
P.O. BOX 64683
ST. PAUL MN 55164-0683*

FORM 4

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287
Expires: 02/28/2011
Estimated average burden hours per response 0.5

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

1. Name and Address of Reporting Person Owens James			2. Issuer Name and Ticker or Trading Symbol FULLER H B CO [FUL]		5. Relationship of Reporting Person(s) to Issuer (Check all applicable) ____ Director <input checked="" type="checkbox"/> Officer (give title below) President and CEO ____ 10% Owner ____ Other (specify below)	
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 01/20/2013			
1200 WILLOW LAKE BOULEVARD, P.O. BOX 64683			4. If Amendment, Date Original Filed(Month/Day/Year)		6. Individual or Joint/Group Filing (Check applicable line) <input checked="" type="checkbox"/> Form Filed by One Reporting Person ____ Form Filed by More than One Reporting Person	
(Street) ST. PAUL, MN 55164-0683						
(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	01/20/2013		F		2,260 ⁽¹⁾	D	\$39.52	81,301.916 ⁽²⁾	D	
Common Stock								327.22 ⁽³⁾	I	By 401(k) Plan
Common Stock								280 ⁽⁴⁾	I	By Son

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 Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V		Date Exercisable	Expiration Date					
Employee Stock Option	\$22.27							⁽⁵⁾ 01/20/2021	Common Stock	48,331	48,331	D	

(Right-to-Buy)														
Employee Stock Option (Right-to-Buy)	\$28.4						(6)	01/26/2022	Common Stock	77,881		77,881	D	
Employee Stock Option (Right-to-Buy)	\$25.19						(7)	07/07/2021	Common Stock	15,748		15,748	D	
Employee Stock Option (Right-to-Buy)	\$19.03						(8)	10/02/2018	Common Stock	7,385		7,385	D	
Employee Stock Option (Right-to-Buy)	\$20.57						(8)	12/03/2019	Common Stock	33,275		33,275	D	
Employee Stock Option (Right-to-Buy)	\$14.15						(8)	12/04/2018	Common Stock	47,663		47,663	D	

Explanation of Responses:

- Shares withheld for taxes due on 6,748 shares issued pursuant to the Amended and Restated 2000 Stock Incentive Plan.
- Amended and Restated 2000 Stock Incentive Plan: 84,560 restricted shares were awarded pursuant to H.B. Fuller Company's Amended and Restated 2000 Stock Incentive Plan. This amount includes 1,849 restricted shares that vested effective October 2, 2011; 10,974 restricted shares that vested effective December 4, 2011; 13,802 restricted shares that vested in three equal annual installments beginning on December 3, 2010; 19,961 restricted shares will vest in three equal installments beginning on January 20, 2012 based on one or more performance measures achieved; 6,502 restricted shares that will vest in three equal installments beginning on July 7, 2012; 31,472 restricted shares will vest in three equal installments beginning on January 26, 2013 based on one or more performance measures achieved. Total amount also includes restricted shares acquired pursuant to a dividend accrual feature of the Amended and Restated 2000 Stock Incentive Plan.
- 401(k) Plan: This amount includes shares and dividends acquired pursuant to the H.B.Fuller Company 401(k) & Retirement Plan.
- Held jointly by spouse and son.
- Amended and Restated 2000 Stock Incentive Plan: This option vests in three equal annual installments beginning on January 20, 2012.
- Amended and Restated 2000 Stock Incentive Plan: This option vests in three equal annual installments beginning on January 26, 2013.
- Amended and Restated 2000 Stock Incentive Plan: This option vests in three equal annual installments beginning on July 7, 2012.
- Amended and Restated 2000 Stock Incentive Plan: This option is 100% vested.

Signatures

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

** Signature of Reporting Person

01/23/2013

Date

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

* 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).

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.