

SECURITIES AND EXCHANGE COMMISSION

FORM 4

Statement of changes in beneficial ownership of securities

Filing Date: **2013-01-28** | Period of Report: **2013-01-24**
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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

GIERTZ JAMES R

CIK:[1226578](#)
Type: **4** | Act: **34** | File No.: [001-09225](#) | Film No.: **13551916**

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

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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 GIERTZ JAMES R			2. Issuer Name and Ticker or Trading Symbol FULLER H B CO [FUL]			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 01/24/2013			Senior VP and CFO		
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 <input type="checkbox"/> 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	01/24/2013		A		8,568	A	\$ 0	68,603.205 ⁽¹⁾	D	
Common Stock								1,124.58 ⁽²⁾	I	By 401(k) Plan

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	(A)	(D)	Date Exercisable	Expiration Date						Title
Employee Stock Option (Right-to-Buy)	\$39.64	01/24/2013		A		22,455		⁽³⁾	01/24/2023	Common Stock	22,455	\$39.64	22,455	D	
Employee Stock Option	\$22.27							⁽⁴⁾	01/20/2021	Common Stock	28,768		28,768	D	

(Right-to-Buy)														
Employee Stock Option (Right-to-Buy)	\$28.4						(5)	01/26/2022	Common Stock	28,556		28,556	D	
Employee Stock Option (Right-to-Buy)	\$20.93						(6)	04/02/2018	Common Stock	23,971		23,971	D	
Employee Stock Option (Right-to-Buy)	\$20.57						(6)	12/03/2019	Common Stock	31,828		31,828	D	
Employee Stock Option (Right-to-Buy)	\$14.15						(6)	12/04/2018	Common Stock	47,663		47,663	D	

Explanation of Responses:

1. Amended and Restated Year 2000 Stock Incentive Plan: 62,168 restricted shares were awarded pursuant to H.B. Fuller Company's Amended and Restated Year 2000 Stock Incentive Plan. This amount includes 6,002 restricted shares that vested effective April 2, 2011; 10,974 restricted shares that vested effective December 4, 2011; 13,202 restricted shares that vested in three equal annual installments beginning on December 3, 2010; 11,882 restricted shares that will vest in three equal annual installments beginning on January 20, 2012; 11,540 restricted shares that will vest in three equal annual installments beginning on January 26, 2013; and 8,568 shares that will vest in three equal annual installments beginning on January 24, 2014. Total amount also includes restricted shares acquired pursuant to a dividend accrual feature of the Amended and Restated Year 2000 Stock Incentive Plan.
2. 401(k) Plan: This amount includes shares and dividends acquired pursuant to the H.B.Fuller Company 401(k) & Retirement Plan.
3. Amended and Restated Year 2000 Stock Incentive Plan: This option vests in three equal annual installments beginning on January 24, 2014.
4. Amended and Restated Year 2000 Stock Incentive Plan: This option vests in three equal annual installments beginning on January 20, 2012.
5. Amended and Restated Year 2000 Stock Incentive Plan: This option vests in three equal annual installments beginning on January 26, 2013.
6. Amended and Restated Year 2000 Stock Incentive Plan: This option is 100% vested.

Signatures

/s/ Timothy J. Keenan, Attorney-in-Fact

** Signature of Reporting Person

01/28/2013

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.

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