

# 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

#### **Keenan Timothy J**

CIK:[1345567](#)  
Type: **4** | Act: **34** | File No.: **001-09225** | Film No.: **13551919**

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	
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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 <b>Keenan Timothy J</b>			2. Issuer Name and Ticker or Trading Symbol <b>FULLER H B CO [FUL]</b>			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) ____ Director _____ 10% Owner <input checked="" type="checkbox"/> Officer (give title below) _____ Other (specify below) <b>VP, Gen. Counsel &amp; Corp. Sec.</b>		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <b>01/24/2013</b>					
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) <b>ST. PAUL, MN 55164-0683</b>								
(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								24,894.001 <sup>(1)</sup>	D	
Common Stock								1,971.49 <sup>(2)</sup>	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		10,291		<sup>(3)</sup>	01/24/2023	Common Stock	10,291	\$39.64	10,291	D	
Restricted Stock Units	\$ 0 <sup>(4)</sup>	01/24/2013		A		3,927		<sup>(5)</sup>	01/24/2016	Common Stock	3,927	\$ 0 <sup>(4)</sup>	3,927	D	
Employee Stock Option	\$22.27							<sup>(6)</sup>	01/20/2021	Common Stock	15,822		15,822	D	

(Right-to-Buy)														
Employee Stock Option (Right-to-Buy)	\$28.4						(7)	01/26/2022	Common Stock	14,278		14,278	D	
Employee Stock Option (Right-to-Buy)	\$16.015						(8)	12/01/2015	Common Stock	16,776		16,776	D	
Employee Stock Option (Right-to-Buy)	\$20.57						(9)	12/03/2019	Common Stock	17,505		17,505	D	
Employee Stock Option (Right-to-Buy)	\$26.79						(9)	12/04/2016	Common Stock	16,077		16,077	D	
Employee Stock Option (Right-to-Buy)	\$14.15						(9)	12/04/2018	Common Stock	28,037		28,037	D	
Employee Stock Option (Right-to-Buy)	\$26.65						(9)	12/06/2017	Common Stock	14,200		14,200	D	
Phantom Units	\$ 0 (10)						(11)	(11)	Common Stock	4,464.81		4,464.81 (12)	D	
Restricted Stock Units	\$ 0 (4)						(13)	01/26/2015	Common Stock	5,833.06		5,833.06 (14)	D	

#### Explanation of Responses:

1. Amended and Restated Year 2000 Stock Incentive Plan: 27,973 restricted shares were awarded pursuant to H.B. Fuller Company's Amended and Restated Year 2000 Stock Incentive Plan. This amount includes 4,165 restricted shares that vested effective December 4, 2009; 3,557 restricted shares that vested effective December 6, 2010; 6,455 restricted shares that vested effective December 4, 2011; 7,261 restricted shares that vested in three equal annual installments beginning on December 3, 2010; and 6,535 restricted shares that will vest in three equal annual installments beginning on January 20, 2012. 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: These restricted stock units convert into shares of common stock on a 1-for-1 basis.
5. Amended and Restated Year 2000 Stock Incentive Plan: These restricted stock units vest in three equal annual installments beginning on January 24, 2014.
6. Amended and Restated Year 2000 Stock Incentive Plan: This option vests in three equal annual installments beginning on January 20, 2012.
7. Amended and Restated Year 2000 Stock Incentive Plan: This option vests in three equal annual installments beginning on January 26, 2013.
8. 2000 Stock Incentive Plan: This option is 100% vested.
9. Amended and Restated Year 2000 Stock Incentive Plan: This option is 100% vested.
10. Deferred Compensation Plan: These units (acquired after 12-31-04) convert into shares of common stock on a 1-for-1 basis.
11. Deferred Compensation Plan: These units (acquired after 12-31-04) 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, subject to holding periods required by law.
12. Key Employee Deferred Compensation Plan Dividend Reinvestment: This amount (acquired after 12-31-04) includes stock units acquired pursuant to a dividend equivalent feature of the Key Employees' Deferred Compensation Plan.
13. Amended and Restated Year 2000 Stock Incentive Plan: These restricted stock units vest in three equal annual installments beginning on January 26, 2013.

14. Amended and Restated Year 2000 Stock Incentive Plan: These restricted units include stock units acquired pursuant to a dividend equivalent reinvestment feature of H.B. Fuller Company's Amended and Restated Year 2000 Stock Incentive Plan.

**Signatures**

/s/ Timothy J. Keenan

\*\* 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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