

# 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**  
SEC Accession No. [0001225208-13-002181](#)

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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

#### **Kenny Steven**

CIK:[1471844](#)  
Type: **4** | Act: **34** | File No.: [001-09225](#) | Film No.: **13551921**

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 <b>Kenny Steven</b>  (Last) (First) (Middle)  1200 WILLOW LAKE BOULEVARD, P.O. BOX 64683  (Street)  ST. PAUL, MN 55164-0683  (City) (State) (Zip)	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) <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)  <b>Senior Vice President, EIMEA</b>
	3. Date of Earliest Transaction (Month/Day/Year) <b>01/24/2013</b>	
4. If Amendment, Date Original Filed(Month/Day/Year)		

**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)			
Common Stock							17,442	D	

**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		18,712		(1)	01/24/2023	Common Stock	18,712	\$39.64	18,712	D	
Restricted Stock Units	\$ 0 (2)	01/24/2013		A		7,140		(2)	01/24/2016	Common Stock	7,140	\$ 0 (2)	7,140	D	
Employee Stock Option (Right-to-Buy)	\$22.27							(4)	01/20/2021	Common Stock	28,768		28,768	D	

Employee Stock Option (Right-to-Buy)	\$28.4							(5)	01/26/2022	Common Stock	25,960		25,960	D
Employee Stock Option (Right-to-Buy)	\$19.85							(6)	10/01/2019	Common Stock	41,708		41,708	D
Employee Stock Option (Right-to-Buy)	\$20.2							(7)	10/01/2020	Common Stock	30,557		30,557	D
Employee Stock Option (Right-to-Buy)	\$20.57							(8)	12/03/2019	Common Stock	28,935		28,935	D
Restricted Stock Units	\$ 0 (2)							(9)	01/20/2014	Common Stock	4,142.44		4,142.44 (10)	D
Restricted Stock Units	\$ 0							(11)	01/26/2015	Common Stock	10,604.65		10,604.65 (10)	D

**Explanation of Responses:**

1. Amended and Restated Year 2000 Stock Incentive Plan: This option vests in three equal annual installments beginning on January 24, 2014.
2. Amended and Restated Year 2000 Stock Incentive Plan: These restricted stock units convert into shares of common stock on a 1-for-1 basis.
3. Amended and Restated Year 2000 Stock Incentive Plan: These restricted stock units vest 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 vests in four equal annual installments beginning on October 1, 2010.
7. Amended and Restated Year 2000 Stock Incentive Plan: This option vests in four equal annual installments beginning on October 1, 2011.
8. Amended and Restated Year 2000 Stock Incentive Plan: This option is 100% vested.
9. Amended and Restated Year 2000 Stock Incentive Plan: These restricted stock units vest in three equal annual installments beginning on January 20, 2012.
10. 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.
11. Amended and Restated Year 2000 Stock Incentive Plan: These restricted stock units vest in three equal annual installments beginning on January 26, 2013.

**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.

**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.**