

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

Owens James

CIK: **1443909**
Type: **4** | Act: **34** | File No.: **001-09225** | Film No.: **13551926**

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 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 _____ 10% Owner <input checked="" type="checkbox"/> Officer (give title below) _____ Other (specify below) President and CEO		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 01/24/2013					
1200 WILLOW LAKE BOULEVARD, P.O. BOX 64683								
(Street)			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		
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		73,907	A	\$ 0	155,208.916 ⁽¹⁾	D	
Common Stock	01/24/2013		A		30,794	A	\$ 0	186,002.916 ⁽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	(A)	(D)	Date Exercisable	Expiration Date						Title
Employee Stock Option (Right-to-Buy)	\$39.64	01/24/2013		A		80,697		⁽⁵⁾	01/24/2023	Common Stock	80,697	\$39.64	80,697	D	

Employee Stock Option (Right-to-Buy)	\$22.27						(6)	01/20/2021	Common Stock	48,331		48,331	D
Employee Stock Option (Right-to-Buy)	\$28.4						(7)	01/26/2022	Common Stock	77,881		77,881	D
Employee Stock Option (Right-to-Buy)	\$25.19						(8)	07/07/2021	Common Stock	15,748		15,748	D
Employee Stock Option (Right-to-Buy)	\$19.03						(9)	10/02/2018	Common Stock	7,385		7,385	D
Employee Stock Option (Right-to-Buy)	\$20.57						(9)	12/03/2019	Common Stock	33,275		33,275	D
Employee Stock Option (Right-to-Buy)	\$14.15						(9)	12/04/2018	Common Stock	47,663		47,663	D

Explanation of Responses:

1. Amended and Restated Year 2000 Stock Incentive Plan: 73,907 restricted shares were awarded pursuant to the H.B. Fuller Company Amended and Restated 2000 Stock Incentive Plan. 50% of these shares will vest on January 24, 2016 and 50% will vest on January 24, 2017, based on one or more performance measures achieved.
2. Amended and Restated Year 2000 Stock Incentive Plan: 115,354 restricted shares were awarded pursuant to H.B. Fuller Company's Amended and Restated 2000 Year Stock Incentive Plan. This amount includes 26,625 restricted shares that are 100% vested; 19,961 restricted shares that 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 that will vest in three equal installments beginning on January 26, 2013 based on one or more performance measures achieved and 30,794 restricted shares that will vest in three equal annual installments beginning on January 24, 2014 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 Year 2000 Stock Incentive Plan.
3. 401(k) Plan: This amount includes shares and dividends acquired pursuant to the H.B.Fuller Company 401(k) & Retirement Plan.
4. Held jointly by spouse and son.
5. Amended and Restated Year 2000 Stock Incentive Plan: This option vests 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. Amended and Restated Year 2000 Stock Incentive Plan: This option vests in three equal annual installments beginning on July 7, 2012.
9. 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.

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.