FULLER H B CO Form 4 February 02, 2006

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

Check this box if no longer STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF subject to

Section 16. Form 4 or

Form 5 obligations may continue. See Instruction

SECURITIES Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,

2. Issuer Name and Ticker or Trading

Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * MARCANTONIO RICHARD L

(First) (Middle) (Last)

1200 WILLOW LAKE BOULEVARD, P.O. BOX 64683

(Street)

FULLER H B CO [FUL] 3. Date of Earliest Transaction

Symbol

(Month/Day/Year) 01/31/2006

4. If Amendment, Date Original

Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

5. Relationship of Reporting Person(s) to

(Check all applicable)

10% Owner

6. Ownership 7. Nature of

Indirect

Beneficial

Ownership

(Instr. 4)

Form: Direct

Indirect (I)

(Instr. 4)

(D) or

Other (specify

5. Amount of

Securities

Owned

Beneficially

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

Issuer

below)

X_ Director

Officer (give title

ST. PAUL, MN 55164-0683

(City) (State) (Zip)

2. Transaction Date 2A. Deemed

3. 4. Securities TransactionAcquired (A) or (Month/Day/Year) Execution Date, if

Code Disposed of (D) (Month/Day/Year) (Instr. 8)

(Instr. 3, 4 and 5)

Following Reported (A) Transaction(s) or (Instr. 3 and 4)

Code V Amount (D) Price

Common

Stock

1.Title of

Security

(Instr. 3)

1,321.59 (1) D

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

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SEC 1474 (9-02)

OMB APPROVAL

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January 31,

2005

0.5

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Estimated average

burden hours per

number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5. Number of	6. Date Exercisab	le and Expiration	7. Title and A	Amoun
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	orDerivative	Date		Underlying S	Securit
Security	or Exercise		any	Code	Securities	(Month/Day/Year	·)	(Instr. 3 and	4)
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Acquired (A)				
	Derivative				or Disposed of				
	Security				(D)				
					(Instr. 3, 4,				
					and 5)				
									Amo
						Date Exercisable	Evniration Date	Title	or
						Date Excressable	Expiration Date	Title	Num
				Code V	(A) (D)				of Sh
Stock								Common	
Units	\$ 0 (2)	01/31/2006		A	218.31	08/08/1988(3)	08/08/1988(3)	Stock	218
Omis								Stock	

Reporting Owners

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		
MARCANTONIO RICHARD L 1200 WILLOW LAKE BOULEVARD P.O. BOX 64683 ST. PAUL, MN 55164-0683	X					

Signatures

Timothy J. Keenan,
Attorney-in-Fact

**Signature of Reporting Person

Date

Explanation of Responses:

- * 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).
- (1) Directors' Stock Incentive Plan: These shares were awarded pursuant to the H.B. Fuller Company 1998 Directors' Stock Incentive Plan. These shares will vest effective 12-2-2008.
- (2) Deferred Compensation Plan: These units (acquired after 12-31-04) convert into shares of common stock on a 1-for-1 basis.
- Directors' Deferred Compensation Plan: These stock units (acquired after 12-31-04) were acquired pursuant to the H.B. Fuller Company's Directors' Deferred Compensation Plan. These stock units will be converted into shares of common stock upon retirement, death
- (3) Directors' Deferred Compensation Plan. These stock units will be converted into shares of common stock upon retirement, death, disability or certain specified events, all as defined in such plan, subject to holding periods required by law.
- (4) Directors' Deferred Compensation Plan Dividend Reinvestment: This amount (acquired after 12-31-04) includes stock units acquired pursuant to a dividend equivalent feature of the Directors' Deferred Compensation Plan.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

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