

FULLER H B CO
Form 4/A
July 29, 2008

FORM 4

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
Volpi Michele

(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
FULLER H B CO [FUL]

3. Date of Earliest Transaction
(Month/Day/Year)
04/15/2008

4. If Amendment, Date Original Filed(Month/Day/Year)
04/17/2008

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)
Pres., Chief Executive Officer

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

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 Ownership (Instr. 4)
				(A) or (D) Price			
Common Stock					2,188.09 ⁽¹⁾	I	By 401(k) Plan
Common Stock	04/15/2008		F	272 ⁽¹⁷⁾	\$ 21.49	D	
Common Stock	04/15/2008		D	0.993 ⁽¹⁸⁾	\$ 21.49	D	
					69,151.35 ⁽²⁾		
					69,150.36		

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

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number.

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 Underlying Security (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount Number of Shares
Employee Stock Option (Right-to-Buy)	\$ 15.315					<u>(4)</u>	06/27/2012	Common Stock	5,1
Employee Stock Option (Right-to-Buy)	\$ 13.95					<u>(5)</u>	12/09/2012	Common Stock	3,3
Employee Stock Option (Right-to-Buy)	\$ 13.65					<u>(6)</u>	12/03/2013	Common stock	10,1
Employee Stock Option (Right-to-Buy)	\$ 14.49					<u>(7)</u>	12/02/2014	Common Stock	24,4
Phantom Units	\$ 0 <u>(8)</u>					<u>(9)</u>	08/08/1988 ⁽⁹⁾	Common Stock	746
Phantom Units	\$ 0 <u>(11)</u>					<u>(12)</u>	08/08/1988 ⁽¹²⁾	Common Stock	3,05
Employee Stock Option (Right-to-Buy)	\$ 16.015					<u>(14)</u>	12/01/2015	Common Stock	39,6
Employee Stock Option (Right-to-Buy)	\$ 26.79					<u>(15)</u>	12/04/2016	Common Stock	64,3
Employee Stock Option (Right-to-Buy)	\$ 26.65					<u>(16)</u>	12/06/2017	Common Stock	80,6

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Volpi Michele 1200 WILLOW LAKE BOULEVARD P.O. BOX 64683 ST. PAUL, MN 55164-0683			Pres., Chief Executive Officer	

Signatures

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

07/29/2008

**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) 401(k) Plan: This amount includes shares and dividends acquired during the fiscal year pursuant to the H.B. Fuller Company Thrift Plan.
- (2) 2000 Stock Incentive Plan: 14,366 restricted shares were awarded pursuant to H.B. Fuller Company's 2000 Stock Incentive Plan and will vest effective December 1, 2008. Total amount also includes restricted shares acquired pursuant to a dividend accrual feature of the 2000 Stock Incentive Plan.
- (3) Amended and Restated 2000 Stock Incentive Plan: 41,718 restricted shares were awarded pursuant to H.B. Fuller Company's Amended and Restated 2000 Stock Incentive Plan. Amount includes 4,852 restricted shares that vest effective April 5, 2009; 16,660 restricted shares that vest effective December 4, 2009; and 20,206 restricted shares that vest effective December 6, 2010. Total amount also includes restricted shares acquired pursuant to a dividend accrual feature of the Amended and Restated 2000 Stock Incentive Plan.
- (4) 2000 Stock Incentive Plan: This option vests in four equal annual installments beginning on June 27, 2003.
- (5) 2000 Stock Incentive Plan: This option vests in four equal annual installments beginning on December 9, 2003.
- (6) 2000 Stock Incentive Plan: This option vests in four equal annual installments beginning on December 3, 2004.
- (7) 2000 Stock Incentive Plan: This option vests in four equal annual installments beginning on December 2, 2005.
- (8) Deferred Compensation Plan: These units convert into shares of common stock on a 1-for-1 basis.
- (9) Deferred Compensation Plan: Units 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.
- (10) Key Employee Deferred Compensation Plan Dividend Reinvestment: This amount includes stock units acquired pursuant to a dividend equivalent feature of the Key Employees' Deferred Compensation Plan.
- (11) Deferred Compensation Plan: These units (acquired after 12-31-04) convert into shares of common stock on a 1-for-1 basis.
- (12) 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.
- (13) 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.
- (14) 2000 Stock Incentive Plan: This option vests in four equal annual installments beginning on December 1, 2006.
- (15) Amended and Restated 2000 Stock Incentive Plan: This option vests in four equal annual installments beginning on December 4, 2007.
- (16) Amended and Restated 2000 Stock Incentive Plan: This option vests in four equal annual installments beginning on December 6, 2008.

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- (17) Shares withheld for taxes due on 830.993 shares issued pursuant to the 2000 Stock Incentive Plan.
- (18) Cash settlement of fractional share in connection with vesting of restricted stock held by reporting person.

Remarks:

On April 17, 2008, the reporting person filed a Form 4 reporting tax withholding and a cash settlement of a fractional share re

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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