FULLER H B CO Form 4 March 03, 2009

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

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Check this box

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(b).

(Print or Type Responses)

See Instruction

1. Name and Address of Reporting Person * MITAU LEE R

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

Issuer

(Last)

(Middle)

FULLER H B CO [FUL]

(Check all applicable)

1200 WILLOW LAKE

(Street)

(First)

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

_X__ Director Officer (give title below)

10% Owner __X__ Other (specify

BOULEVARD, P.O. BOX 64683

4. If Amendment, Date Original

Non-Exec Chairman of Board

below)

6. Individual or Joint/Group Filing(Check Applicable Line)

Filed(Month/Day/Year)

3.

02/27/2009

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

Person

ST. PAUL, MN 55164-0683

(City) (State) (Zip) 2. Transaction Date 2A. Deemed

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

1.Title of Security (Instr. 3)

(Month/Day/Year) Execution Date, if

(Month/Day/Year)

TransactionAcquired (A) or Code Disposed of (D) (Instr. 3, 4 and 5) (Instr. 8)

Code V Amount

5. Amount of Securities Beneficially Owned Following Reported

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect (I) (Instr. 4)

Beneficial Ownership (Instr. 4)

(9-02)

(A) or

4. Securities

Transaction(s) (Instr. 3 and 4) (D) Price

Common Stock

42,266.35 (1)

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

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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 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. Transactio Code (Instr. 8)	5. Number of actiorDerivative Securities 8) 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 Securities (Instr. 3 and 4)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Units	\$ 0 (2)						<u>(3)</u>	<u>(3)</u>	Common Stock	41,647.89
Stock Units	\$ 0 (5)	02/27/2009		A	2,472.59		<u>(6)</u>	<u>(6)</u>	Common Stock	2,472.59

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
MITAU LEE R 1200 WILLOW LAKE BOULEVARD P.O. BOX 64683 ST. PAUL, MN 55164-0683	X			Non-Exec Chairman of Board			

Signatures

/s/ Timothy J. Keenan,
Attorney-in-Fact
03/03/2009

**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) 1998 Directors' Stock Incentive Plan: Amount includes 13,668 restricted shares that will vest effective October 16, 2011. This amount includes shares acquired pursuant to a dividend reinvestment feature of the 1998 Directors' Stock Plan.
- (2) Deferred Compensation Plan: These units convert into shares of common stock on a 1-for-1 basis.
- (3) Directors' Deferred Compensation Plan: These units will be converted into shares of common stock upon retirement, death, disability or certain specified events, all as defined in such plan.
- (4) Directors' Deferred Compensation Plan Dividend Reinvestment: This amount includes stock units acquired pursuant to a dividend equivalent feature of the Directors' Deferred Compensation Plan.
- (5) Deferred Compensation Plan: These units (acquired after 12-31-04) convert into shares of common stock on a 1-for-1 basis.
- (6) Directors' Deferred Compensation Plan: These units (acquired after 12-31-04) 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.
- (7) 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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