

LAW DEPARTMENT  
 Richard C. Baker (651) 236-5814  
 Laurie L. Anderson (651) 236-5812  
 Joel D. Hedberg (651) 236-5835  
 Susan D. Mussell (651) 236-5216  
 Steven E. Suckow (651) 236-5867

DEC 12 2001

DEC 12 2001 Via Fed Ex

December 10, 2001

Securities and Exchange Commission  
 450 Fifth St. NW  
 Washington, D.C. 20549

Public Avail. Date: 1/17/02 0128200216

Act	Section	Rule
1934	14(a)	14a-8

RE: Shareholder Proposal

Dear Sir or Madam:

As required by Rule 14a-8(j) under the Securities and Exchange Act of 1934, as amended, we hereby notify the Commission of the intent of H.B. Fuller Company, a Minnesota corporation ("Company"), to exclude a proposal by Domini Social Investments from the Company's proxy materials for its Annual Meeting of Shareholders to be held on April 18, 2002. As required by Rule 14a-8(j)(2)(ii), the Company believes it may exclude the proposal on the following basis:

Pursuant to Rule 14a-8(i)(12), the Company may exclude a proposal if it deals with substantially the same subject matter as another proposal or proposals that has or have been previously included in the Company's proxy materials within the preceding five calendar years and certain numerical shareholder vote "thresholds" have not been met. Enclosed with this letter are excerpts from the Company's proxy statements for its Annual Meetings held in 2001, 2000, 1999, 1998 and 1997. Also enclosed for your reference is a copy of Domini Social Investments proposal for 2002. As you'll note from these excerpts, this year's proposal is substantially similar to the proposals submitted by Domini Social Investments in 2001, 2000, 1999, 1998 and 1997. In each of those years, such a proposal received a "FOR" vote of less than 10 percent of the shares present and voting at the meeting. In 2001, Domini's proposal received less than five percent.

Based upon the above, the Company has determined to exclude the proposal of Domini Social Investments from the proxy materials prepared for the Company's 2002 Annual Meeting of Shareholders.

A copy of this notice is being provided simultaneously with this submission to Adam Kanzer, General Counsel, Domini Social Investments.

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Should you have any questions concerning this matter, please contact Richard C. Baker, Vice President, General Counsel and Corporate Secretary or the undersigned.

Very truly yours,



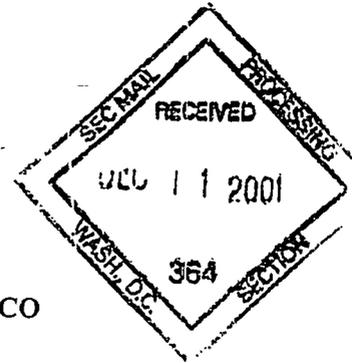
Steven E. Suckow  
Associate General Counsel and  
Assistant Secretary

SS/kac

cc: Adam Kanzer (w/enclosures)  
Richard C. Baker

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DEC 11 2001



**H.B. Fuller  
DIVEST FROM INVOLVEMENT IN TOBACCO**

WHEREAS: H.B. Fuller has been acknowledged to be at the forefront among corporations in the U.S. that act in a socially responsible manner;

H.B. Fuller has been lauded in particular for its community involvement and endorsement of the CERES Principles, a ten-point code for corporate environmental performance and accountability;

We believe this strong reputation is undermined by Fuller's involvement in the tobacco industry. Our Company sells adhesives that glue the filter to the cigarette and the paper together thus making the manufacture of cigarettes possible. Our Company profits from a product that endangers global health;

Our Company boasts in tobacco industry journals that "In the world of cigarettes, we speak many languages," and markets its product worldwide under the slogan, "However you say 'cigarette adhesives,' H.B. Fuller understands";

Increasingly, studies show carcinogens develop when additives added to tobacco are smoked. Our Company has not published independent studies showing what happens when our adhesives are combusted, thus leaving us open to potential litigation;

In 2001 a federal court ruled that states have a right to list the ingredients used in manufacturing cigarettes. We believe such a decision opens up our company to be challenged not only to list ingredients used in our made-for-tobacco adhesives, but also what happens when these are combusted;

The net of liability related to tobacco manufacture has been extended to manufacturers of intermediate goods sold to the industry. For instance, Kimberly-Clark, although not a cigarette manufacturer, was sued by West Virginia for its participation in the tobacco chain. In response to shareholder concerns and because it felt that its involvement in tobacco was "not compatible" with the rest of its operations, Kimberly Clark spun off its tobacco-related entities;

Pfizer has made a decision not to sell its products (ranging from herbicides for tobacco plants to additives for cigarettes) to any tobacco-related entity.

BE IT RESOLVED: the shareholders request the Board of Directors to make a policy not to sell its adhesives to any tobacco-related entity when they will be used for the production of cigarettes or other tobacco products until it can be shown that tobacco, if used as intended in cigarettes and smokeless tobacco, is not detrimental to health.

**Supporting Statement**

With plants in 41 countries, H.B. Fuller plays an important role in the worldwide tobacco industry. To date, it has refused to make public the extent of its involvement in the tobacco industry or address the potential risks involved. Consequently, we believe as shareholders it is best for the Company to extricate itself from any involvement in tobacco. Please support this resolution by voting YES.



November 8, 2001

Mr. Albert P.L. Stroucken, CEO  
H.B.Fuller Co.  
1200 Willow Lake Boulevard  
St. Paul, MN 55110

Dear Mr. Stroucken:

I am writing to you on behalf of Domini Social Investments, the manager of a socially responsible family of mutual funds based on the Domini 400 Social Index, including the Domini Social Equity Fund. Our funds' portfolio holds more than 4,000 shares of common stock in H.B. Fuller Company.

As you are aware, we have been seeking to engage H.B. Fuller in dialogue for some time on the question of whether our company would consider discontinuing the sale of adhesives to the tobacco business. We continue to believe that this aspect of our company's business undermines H.B. Fuller's strong reputation as a socially responsible company and may expose the company to unnecessary legal and financial risks.

Through this letter we are notifying H.B. Fuller of our sponsorship of the enclosed resolution requesting the company to adopt a policy not to sell its adhesives to the tobacco industry until it can be proven that smoking is not detrimental to public health. We present it for inclusion in the proxy statement for a vote at the next stockholders meeting in accordance with rule 14-a-8 of the General Rules and Regulations of the Securities Exchange Act of 1934. Proof of ownership by our custodian is forthcoming under separate cover. It is our intention to maintain ownership of the requisite number of shares through the date of the annual meeting.

We strongly believe that adoption of this resolution would be in the best long-term interests of our company and all of its stakeholders. Michael Crosby (address listed below) continues to serve as our representative for this resolution. As always, please direct any correspondence to Mr. Crosby, and please copy me on all communications.

Sincerely yours,

Adam Kanzer  
General Counsel

Encl.

cc: Rick Baker, Esq., H.B. Fuller Co.  
Michael Crosby, Wisconsin and Minnesota CRI, 1015 N. 9th Street, Milwaukee, WI 53233  
Diane Bratcher, Interfaith Center on Corporate Responsibility, 475 Riverside Dr., Rm. 550, New York, NY 10115



H.B. Fuller Company  
World Headquarters

1200 Willow Lake Boulevard  
St. Paul, Minnesota 55110-5132  
Office: (651) 236-5900  
FAX: (651) 236-5898

Correspondence to:  
P.O. Box 64663  
St. Paul, Minnesota 55164-0663

January 16, 2002

Securities and Exchange Commission  
450 Fifth St NW  
Washington, D.C. 20549

*Delivery by FedEx and Fax:  
202-942-9544*

RE: Shareholder Proposal

Dear Sir or Madam:

By letter dated December 10, 2001, H.B. Fuller Company, a Minnesota corporation (the "Company") requested that a shareholder proposal from Domini Social Investments for inclusion in the Company's proxy materials for its Annual Meeting of Shareholders to be held April 18, 2002 be excluded pursuant to Rule 14a-8(i)(12).

Pursuant to a letter dated January 11, 2002, Domini Social Investments formally withdrew this shareholder proposal. A copy of their letter is attached. Based upon this withdrawal, the Company hereby withdraws its request to the Securities and Exchange Commission to exclude such proposal from the Company's proxy statement.

Should you have any questions concerning this matter, please contact Richard C. Baker, Vice President, General Counsel and Corporate Secretary or the undersigned.

Very truly yours,

Steven E. Suckow  
Associate General Counsel

cc: Marysc Mills-Apenteng, Securities and Exchange Commission  
Adam Kanzer, General Counsel of Domini Social Investments  
Richard C. Baker



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The Way You Invest Matters<sup>SM</sup>

January 11, 2002

Mr. Steven Suckow, Esq.  
 Associate General Counsel & Assistant Secretary  
 H.B. Fuller Co.  
 1200 Willow Lake Boulevard  
 St. Paul, MN 55110

Re: Domini Social Investments' Shareholder Proposal

Dear Mr. Suckow:

I am writing to provide formal confirmation of Father Michael Crosby's conversation with Rick Baker, notifying H.B. Fuller of our decision to withdraw our shareholder proposal.

As always, we encourage management to consider a dialogue with us about H.B. Fuller's continued involvement with the tobacco industry, which, we believe, presents very serious long-term risks to our company.

Sincerely yours,

A handwritten signature in black ink, appearing to read "Adam Kanzer", is written over a horizontal line.

Adam Kanzer  
 General Counsel

Encl.

cc: Securities & Exchange Commission  
 Rick Baker, Esq., H.B. Fuller Co.  
 Michael Crosby, Wisconsin and Minnesota CRI, 1015 N. 9th Street, Milwaukee, WI 53233  
 Diane Bratcher, Interfaith Center on Corporate Responsibility, 475 Riverside Dr., Rm. 550, New York, NY 10115



DIVISION OF  
CORPORATION FINANCE

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549-0402

412  
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January 17, 2002

Steven E. Suckow  
Associate General Counsel  
H.B. Fuller Company  
World Headquarters  
1200 Willow Lake Boulevard  
St. Paul, MN 55110-5132

Act. 1934  
Section 14A-8  
Date 1-17-2002  
Public Availability

Re: H.B. Fuller Company

Dear Mr. Suckow:

This is in regard to your letter dated January 16, 2002 concerning the shareholder proposal submitted by Domini Social Investments for inclusion in H.B. Fuller's proxy materials for its upcoming annual meeting of security holders. Your letter indicates that the proponent has withdrawn the proposal, and that H.B. Fuller therefore withdraws its December 10, 2001 request for a no-action letter from the Division. Because the matter is now moot, we will have no further comment.

Sincerely,

Keir Devon Gumbs  
Special Counsel

cc: Adam Kanzer  
General Counsel  
Domini Social Investments  
538 Broadway, 7<sup>th</sup> Floor  
New York, NY 10012-3915

Public Reference Copy