

VALMONT INDUSTRIES INC

Form 4

March 05, 2012

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 *
SCOTT WALTER JR

2. Issuer Name and Ticker or Trading Symbol
VALMONT INDUSTRIES INC
[VMI]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
03/01/2012

Director 10% Owner
 Officer (give title below) Other (specify below)

1000 KIEWIT PLAZA, 3555
FARNAM ST.

(Street)

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

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

OMAHA, NE 68131

(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	03/01/2012		M		663	A	\$ 85.32
Common Stock	03/01/2012		F		500	D	\$ 113
Common Stock	03/01/2012		F		51	D	\$ 113
Common Stock	03/01/2012		M		656	A	\$ 80.83
Common Stock	03/01/2012		F		469	D	\$ 113

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Common Stock	03/01/2012	F	58	D	\$ 113	2,802	D	
Common Stock	03/01/2012	M	833	A	\$ 57.46	3,635	D	
Common Stock	03/01/2012	F	423	D	\$ 113	3,212	D	
Common Stock	03/01/2012	F	129	D	\$ 113	3,083	D	
Common Stock						713 ⁽¹⁾	I	by Managed Account

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)

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 Securities (Instr. 3 and 4)	Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	
Non-Qualified Stock Option (right to buy)	\$ 57.46	03/01/2012		M	833	12/14/2009	12/14/2015	Common Stock	833
Non-Qualified Stock Option (right to buy)	\$ 80.83	03/01/2012		M	656	12/13/2010	12/13/2016	Common Stock	656
Non-Qualified Stock Option (right to buy)	\$ 85.32	03/01/2012		M	663	12/13/2011	12/13/2017	Common Stock	663

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SCOTT WALTER JR 1000 KIEWIT PLAZA 3555 FARNAM ST. OMAHA, NE 68131	X			

Signatures

By: Terry J. McClain For: Walter
Pasko
03/05/2012

**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) Inadvertently reported incorrectly as 807 in prior filing.

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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