

VALMONT INDUSTRIES INC
Form 4
August 13, 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 *
McClain Terry

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)
08/09/2012

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Sr. VP & CFO

VALMONT INDUSTRIES
INC, ONE VALMONT PLAZA

(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 68154

(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)			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)
				Code	V	Amount or Price			
Common Stock	08/09/2012		M			7,700 A \$ 57.46	64,536	D	
Common Stock	08/09/2012		F			4,828 D \$ 126	59,708	D	
Common Stock	08/09/2012		M			4,168 A \$ 80.83	63,876	D	
Common Stock	08/09/2012		F			3,222 D \$ 126	60,654	D	
Common Stock	08/09/2012		M			4,217 A \$ 85.32	64,871	D	

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Common Stock	08/09/2012	F	3,419	D	\$ 126	61,452	D	
Common Stock	08/10/2012	S	20,000	D	\$ 126.65	41,452	D	
Common Stock						226	I	By Spouse

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 Security (Instr. 3 and 4)		
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
						Code	V	(A)	(D)
Non-Qualified Stock Option (right to buy)	\$ 57.46	08/09/2012		M	7,700	12/14/2009 ⁽¹⁾ 12/14/2015	Common Stock	7	
Non-Qualified Stock Option (right to buy)	\$ 80.83	08/09/2012		M	4,168	12/13/2010 ⁽²⁾ 12/13/2016	Common Stock	4	
Non-Qualified Stock Option (right to buy)	\$ 85.32	08/09/2012		M	4,217	12/13/2011 ⁽³⁾ 12/13/2017	Common Stock	4	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
McClain Terry VALMONT INDUSTRIES INC ONE VALMONT PLAZA OMAHA, NE 68154			Sr. VP & CFO	

Signatures

/s/ Terry J.
McClain

08/13/2012

__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) The option vested in three annual installments commencing December 14, 2009.
- (2) The option vested and vests in three annual installments commencing December 13, 2010.
- (3) The option vested and vests in three annual installments commencing December 13, 2011.

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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