

VALMONT INDUSTRIES INC
Form 4
April 28, 2016

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 *
Freye Theodor Werner

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)
04/26/2016

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

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) (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)
			Code	V Amount (A) or (D) Price			
Common Stock	04/26/2016		A	835 A \$ 0 (1)	1,731	D	

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

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SEC 1474 (9-02)

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. 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)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Following Transaction (Instr. 6)
				Code V (A) (D)		Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Freye Theodor Werner VALMONT INDUSTRIES INC ONE VALMONT PLAZA OMAHA, NE 68154	X			

Signatures

/s/ R. Andrew Massey for Mark C. Jaksich 04/28/2016

**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) Restricted stock unit award which vests on the first anniversary of the grant date and on vesting settled in an equal number of shares of common stock.

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. n="2" align="center" style="border: solid black; border-top-width: 1; border-left-width: 1; border-right-width: 1; border-bottom-width: 1">Reporting Owner Name / Address Relationships Director 10% Owner Officer Other GILLIGAN J KEVIN 2303 DULLES STATION BOULEVARD HERNDON, VA 20171 X Executive Vice Chairman

Signatures

/s/ Daniel W. Jackson, Attorney-in-Fact 08/03/2018

**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).

Includes 22,318 restricted stock units that were acquired in exchange for restricted stock units of Capella Education Company ("Capella") and 116,276 shares of common stock that were acquired in exchange for Capella common stock in connection with the merger of a

- (1) subsidiary of Strategic Education, Inc. ("SEI") with and into Capella (the "Merger"). The Capella awards and common stock were exchanged into SEI awards and common stock at an exchange ratio of 0.875 shares of SEI common stock for each share of Capella common stock.
- (2) Received in the Merger in exchange for an employee stock option to acquire 33,925 shares of Capella common stock at an exercise price of \$65.40 per share. This option provided for vesting in four equal annual installments beginning February 19, 2016.
- (3) Received in the Merger in exchange for an employee stock option to acquire 67,786 shares of Capella common stock at an exercise price of \$45.46 per share. This option provided for vesting in four equal annual installments beginning February 22, 2017.
- (4) Received in the Merger in exchange for an employee stock option to acquire 40,307 shares of Capella common stock at an exercise price of \$76.70 per share. This option provided for vesting in four equal annual installments beginning February 27, 2018.

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