

VALMONT INDUSTRIES INC
Form 4
February 26, 2014

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL
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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 *
Kaniewski Stephen G

(Last) (First) (Middle)

VALMONT INDUSTRIES,
INC., ONE VALMONT PLAZA

(Street)

OMAHA, NE 68154

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
02/24/2014

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

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

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | | (A) or (D) | Price | | |
| Common Stock | 02/24/2014 | | A | 1,021 (1) | \$ 0 | 2,209 | D |
| Common Stock | 02/25/2014 | | M | 1,666 | \$ 76.95 | 3,875 | D |
| Common Stock | 02/25/2014 | | F | 1,164 | \$ 143.07 | 2,711 | D |
| Common Stock | 02/25/2014 | | M | 2,580 | \$ 85.32 | 5,291 | D |
| Common Stock | 02/25/2014 | | F | 1,873 | \$ 143.07 | 3,418 | D |

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| | | | | | | | |
|--------------|------------|---|-------|---|-----------|-------|---|
| Common Stock | 02/25/2014 | M | 2,447 | A | \$ 83.94 | 5,865 | D |
| Common Stock | 02/25/2014 | F | 1,762 | D | \$ 143.07 | 4,103 | D |

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

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(9-02)

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) | | | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|------------------|-----------------|-------|--------|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount |
| Non Qualified Stock Option (right to buy) | \$ 76.95 | 02/25/2014 | | M | 1,666 | 10/18/2011 ⁽²⁾ | 10/18/2014 | Common Stock | 1 | | |
| Non-Qualified Stock Option (right to buy) | \$ 85.32 | 02/25/2014 | | M | 2,580 | 12/13/2011 ⁽³⁾ | 12/13/2017 | Common Stock | 2 | | |
| Non-Qualified Stock Option (right to buy) | \$ 83.94 | 02/25/2014 | | M | 2,447 | 12/12/2012 ⁽⁴⁾ | 12/18/2018 | Common Stock | 2 | | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Kaniewski Stephen G VALMONT INDUSTRIES, INC. ONE VALMONT PLAZA OMAHA, NE 68154 | | | VP IT | |

Signatures

Todd G. Atkinson For: Stephen G.
Kaniewiski

02/26/2014

__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) Shares acquired under the company's long-term incentive plan.
- (2) The option vests in three annual installments beginning on October 18, 2011.
- (3) The option vests in three annual installments beginning on December 13, 2011.
- (4) The option vests in three annual installments beginning December 12, 2012.

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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