VALSPAR CORP

Form 4 June 05, 2017

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

OMB

3235-0287 Number:

OMB APPROVAL

January 31, Expires: 2005

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Check this box if no longer subject to Section 16. Form 4 or Form 5

SECURITIES Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

See Instruction

1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading HECKES HOWARD C Issuer Symbol VALSPAR CORP [VAL] (Check all applicable) (Last) (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year) Director 10% Owner Other (specify X_ Officer (give title P.O. BOX 1461 06/01/2017 below) Executive VP (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting MINNEAPOLIS, MN 55440 Person

(City)	(State)	(Zip) Tabl	e I - Non-I	Derivative S	Securi	ities Ac	quired, Disposed	of, or Benefici	ially Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	Execution Date, if Transaction(A) or Disposed of (D) any Code (Instr. 3, 4 and 5)			of (D)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code V	Amount	or (D)	Price	(Instr. 3 and 4)		
Common Stock	06/01/2017		A(1)	13,207	A	<u>(1)</u>	59,088	D	
Common Stock	06/01/2017		D	59,088	D	\$ 113	0	D	
Common Stock	06/01/2017		D	2,427 (2)	D	\$ 113	0	I	Savings and Retirement and Plan

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. 5. Number of TransactionDerivative Code Securities (Instr. 8) 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)	
				Code V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Options (right to buy)	\$ 26.37	06/01/2017		D <u>(3)</u>	50,000	<u>(4)</u>	10/21/2019	Common Stock	50,000
Stock Options (right to buy)	\$ 31.57	06/01/2017		D(3)	31,500	<u>(4)</u>	10/13/2020	Common Stock	31,500
Stock Options (right to buy)	\$ 32.34	06/01/2017		D <u>(3)</u>	42,000	<u>(4)</u>	10/05/2021	Common Stock	42,000
Stock Options (right to buy)	\$ 57.47	06/01/2017		D <u>(3)</u>	24,100	<u>(4)</u>	10/03/2022	Common Stock	24,100
Stock Options (right to buy)	\$ 64.78	06/01/2017		D <u>(3)</u>	19,480	<u>(4)</u>	10/02/2023	Common Stock	19,480
Stock Options (right to buy)	\$ 76.85	06/01/2017		D <u>(3)</u>	14,380	<u>(4)</u>	10/01/2024	Common Stock	14,380
Stock Options (right to buy)	\$ 71.88	06/01/2017		D(3)	26,330	<u>(4)</u>	09/30/2025	Common Stock	26,330
Restricted Stock Units	\$ 0	06/01/2017		D <u>(5)</u>	9,458	<u>(5)</u>	<u>(5)</u>	Common Stock	9,458

Restricted

Stock \$ 0 06/01/2017 $D_{\underline{0}}^{(6)}$ 10,890 $\underline{0}^{(6)}$ Common Stock 10,890

Units

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

HECKES HOWARD C P. O. BOX 1461

Executive VP

MINNEAPOLIS, MN 55440

Signatures

/s/ Timothy Beastrom, by Power of Attorney

06/05/2017

**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).
- Vesting of PSUs upon effectiveness of the merger contemplated by that certain Agreement and Plan of Merger (the "Merger Agreement")

 (1) by and between The Valspar Corporation, The Sherwin-Williams Company ("Sherwin-Williams") and Viking Merger Sub Inc., a wholly owned subsidiary of Sherwin-Williams.
- (2) Includes 139 shares vested in the Valspar Savings and Retirement Plan from 10/29/2016 through 6/1/2017.
- (3) Pursuant to the Merger Agreement, each outstanding option was canceled in exchange for a cash payment equal to the product of (i) the number of shares subject to such option and (ii) the excess of \$113.00 over the exercise price of the option.
- All of such options are fully vested, except the options at an exercise price of \$76.85, which vest in equal annual installments on October 1, 2015, 2016 and 2017 and the options at an exercise price of \$71.88, which vest in equal annual installments on September 30, 2016, 2017 and 2018.
- RSUs were to be paid out upon vesting. Pursuant to the Merger Agreement, each outstanding RSU was canceled in exchange for a cash payment equal to the product of (i) the number of shares subject to such RSU and (ii) \$113.00. Vesting dates range from January 8, 2018 to January 14, 2019.
- Restricted stock unit award granted on 9/27/2016, which is after the date of the Merger Agreement. RSUs were to be paid out upon vesting on 9/27/2019. This award will be converted into an equivalent award relating to shares of Sherwin-Williams common stock on the terms set forth in the Merger Agreement.

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.

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