

PASKO WALTER
Form 4
February 23, 2011

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 *
PASKO WALTER

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)
02/21/2011

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
VP Procurement

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 Indirect Beneficial Ownership (Instr. 4)	
				(A) or (D)	Price			
				Code	V	Amount		
Common Stock	02/21/2011		A ⁽¹⁾	411	A	\$ 0	4,262	D
Common Stock	02/22/2011		M	400	A	\$ 56.98	4,662	D
Common Stock	02/22/2011		F	215	D	\$ 105.77	4,447	D
Common Stock	02/22/2011		F	66	D	\$ 105.77	4,381	D
Common Stock	02/22/2011		M	1,500	A	\$ 86.72	5,881	D

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Common Stock	02/22/2011	F	1,229	D	\$ 105.77	4,652	D	
Common Stock	02/22/2011	F	97	D	\$ 105.77	4,555	D	
Common Stock	02/22/2011	M	655	A	\$ 80.83	5,210	D	
Common Stock	02/22/2011	F	500	D	\$ 105.77	4,710	D	
Common Stock	02/22/2011	F	49	D	\$ 105.77	4,661	D	
Common Stock	02/22/2011	M	1,667	A	\$ 57.46	6,328	D	
Common Stock	02/22/2011	F	905	D	\$ 105.77	5,423	D	
Common Stock	02/22/2011	F	251	D	\$ 105.77	5,172	D	
Common Stock	02/22/2011	S ⁽²⁾	2,611	D	\$ 108.74	2,561	D	
Common Stock						807	I	by Managed Account

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)
Non-Qualified Stock Option	\$ 56.98	02/22/2011		M	400	12/17/2007 ⁽³⁾ 12/17/2013	Common Stock

(right to buy)

Non-Qualified Stock Option (right to buy)	\$ 57.46	02/22/2011	M	1,667	12/14/2009 ⁽⁴⁾	12/14/2015	Common Stock
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Non-Qualified Stock Option (right to buy)	\$ 80.83	02/22/2011	M	655	12/13/2010 ⁽⁵⁾	12/13/2016	Common Stock
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Non-Qualified Stock Option (right to buy)	\$ 86.72	02/22/2011	M	1,500	12/16/2008 ⁽⁶⁾	12/16/2014	Common Stock
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
PASKO WALTER VALMONT INDUSTRIES INC ONE VALMONT PLAZA OMAHA, NE 68154			VP Procurement	

Signatures

Terry J. McClain For: Walter
Pasko 02/23/2011

**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 price reported in Column 4 is a weighted average price. The shares were sold in multiple transactions ranging from \$108.64 to \$108.85. The reporting person undertakes to provide Valmont Industries, Inc., any security holder of Valmont Industries, Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at separate prices within the ranges set forth in this footnote.

(3) The option vested in three annual installments beginning on December 17, 2007.

(4) The option vests in three annual installments beginning on December 14, 2009.

(5) The option vests in three annual installments beginning on December 13, 2010.

(6) The option vested in three annual installments beginning on December 16, 2008.

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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