#### **PASKO WALTER**

Form 4

February 23, 2011

# FORM 4

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

**OMB** 3235-0287 Number:

Estimated average

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES** 

January 31, Expires: 2005

**OMB APPROVAL** 

Form 5 obligations may continue.

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 See Instruction

burden hours per response... 0.5

1(b).

(Last)

(Print or Type Responses)

1. Name and Address of Reporting Person \* **PASKO WALTER** 

2. Issuer Name and Ticker or Trading

5. Relationship of Reporting Person(s) to Issuer

Symbol

VALMONT INDUSTRIES INC [VMI]

(Check all applicable)

(Middle)

Director 10% Owner X\_ Officer (give title

6. Individual or Joint/Group Filing(Check

**VP** Procurement

3. Date of Earliest Transaction

(Month/Day/Year) 02/21/2011

Other (specify

**VALMONT INDUSTRIES** INC, ONE VALMONT PLAZA

(First)

(Street) 4. If Amendment, Date Original

Applicable Line)

Filed(Month/Day/Year)

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

below)

**OMAHA, NE 68154** 

| (City)                               | (State)                                 | (Zip) Tab   | le I - Non-l                           | Derivative                      | Secu   | rities Acqu  | ired, Disposed of  | , or Beneficial  | ly Owned  |
|--------------------------------------|---|---|--|---------------------------------|--------|--------------|--|--|---|
| 1.Title of<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3.<br>Transactic<br>Code<br>(Instr. 8) | 4. Securi on(A) or D (Instr. 3, | ispose | d of (D)     | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
| Common<br>Stock                      | 02/21/2011                              |   | A <u>(1)</u>                           | 411                             | A      | \$ 0         | 4,262  | D  |   |
| Common<br>Stock                      | 02/22/2011                              |   | M                                      | 400                             | A      | \$ 56.98     | 4,662  | D  |   |
| Common<br>Stock                      | 02/22/2011                              |   | F                                      | 215                             | D      | \$<br>105.77 | 4,447  | D  |   |
| Common<br>Stock                      | 02/22/2011                              |   | F                                      | 66                              | D      | \$<br>105.77 | 4,381  | D  |   |
| Common<br>Stock                      | 02/22/2011                              |   | M                                      | 1,500                           | A      | \$ 86.72     | 5,881  | D  |   |

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

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)

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4.<br>Transactio<br>Code<br>(Instr. 8) | Securities |     | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) |                    | 7. Title and Ame<br>Underlying Secu<br>(Instr. 3 and 4) |                |
|---|---|---|---|--|------------|-----|--|--------------------|---|----------------|
|   |   |   |   | Code V                                 | (A)        | (D) | Date Exercisable   | Expiration<br>Date | Title   | An or No of Sh |
| Non-Qualified<br>Stock Option                       | \$ 56.98  | 02/22/2011                              |   | M                                      |            | 400 | 12/17/2007(3)  | 12/17/2013         | Common<br>Stock   |                |

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

## **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 
Description

### **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.
- 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 Vamont 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. 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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