

Edgar Filing: VALSPAR CORP - Form SC 13G/A

VALSPAR CORP
Form SC 13G/A
February 13, 2001

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13G

Under the Securities Exchange Act of 1934
(Amendment No. 3)*
THE VALSPAR CORPORATION

(Name of Issuer)

Common Stock

(Title of Class of Securities)

920355104

(CUSIP Number)

December 31, 2000

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- Rule 13d-1(b)
 Rule 13d-1(c)
 Rule 13d-1(d)

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

(Continued on following pages(s))

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CUSIP No. 920355104

=====

1 NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Resource Trust Company - 41-1250535
=====

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a) []
(b) [X]

3 SEC USE ONLY
=====

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Minnesota
=====

NUMBER OF 5 SOLE VOTING POWER

SHARES 3,259,904
=====

BENEFICIALLY 6 SHARED VOTING POWER

OWNED BY 0
=====

EACH 7 SOLE DISPOSITIVE POWER

REPORTING 720,238
=====

PERSON 8 SHARED DISPOSITIVE POWER

WITH 2,539,666
=====

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

3,259,904
=====

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9)
EXCLUDES CERTAIN SHARES*

[]

Not Applicable
=====

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

7.7% *
=====

12 TYPE OF REPORTING PERSON*

BK
=====

* Based upon an aggregate of 42,493,022 shares outstanding at December 31, 2000.

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This Amendment No. 3 to the undersigned's Schedule 13G, which was originally filed on February 17, 1998 (the "Schedule 13G") with regard to The Valspar Corporation (the "Issuer") is being filed to amend Item 4 of the Schedule 13G. Except as expressly stated herein, there have been no material changes in the information set forth in the Schedule 13G.

Item 4. Ownership:

(a)	Amount Beneficially Owned:	3,259,904
(b)	Percent of Class:	7.7%
(c)	Number of shares as to which such person has:	
	(i) sole power to vote or to direct the vote:	3,259,904
	(ii) shared power to vote or to direct the vote:	-0-
	(iii) sole power to dispose or to direct the disposition of:	720,238
	(iv) shared power to dispose or to direct the disposition of:	2,539,666

Date: February , 2001

RESOURCE TRUST COMPANY

/s/ John A. Clymer

John A. Clymer