STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

30(h) of the Investment Company Act of 1940

BAY MOGENS C Form 4 May 09, 2005

FORM 4

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

OMB APPROVAL

OMB 3235-0287 Number:

January 31, Expires: 2005

Estimated average burden hours per response... 0.5

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

SECURITIES Form 5 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.

See Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * BAY MOGENS C			2. Issuer Name and Ticker or Trading Symbol VALMONT INDUSTRIES INC [VMI]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
(Last) 11211 PIERCI	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 05/05/2005	_X_ Director 10% Owner _X_ Officer (give title Other (specify below) Chairman and CEO			
OMAHA, NE	(Street)		4. If Amendment, Date Original Filed(Month/Day/Year)	6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting			
Ommin, rib oor				Person			

OMATIA, NE 00144			Person						
(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. Transactic Code (Instr. 8)	4. Securit or Dispos (Instr. 3, 4	ed of (`	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)
Common Stock	05/05/2005		G	5,000	D	\$ 0	402,547	D	
Common Stock	05/05/2005		S	10,000	D	\$ 23.8025	392,547	D	
Common Stock	05/06/2005		S	5,400	D	\$ 23.7537	387,147	D	
Common	05/09/2005		C	4.800	D	\$ 23.75	382 347	D	

4,800

D

\$ 23.75

382,347

D

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

S

05/09/2005

Stock

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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 Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	4. Transactic Code (Instr. 8)	5. orNumber of Derivative Securities Acquired (A) or		ate	7. Title Amour Underl Securit (Instr.	nt of ying	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Owne Follo Repo
				Disposed						Trans
				of (D) (Instr. 3,						(Instr
				4, and 5)						
					Date Exercisable	Expiration Date	Title	Amount or Number of		
			Code V	(A) (D)				Shares		

Reporting Owners

Reporting Owner Name / Address	Kelationships						
	Director	10% Owner	Officer	Other			

BAY MOGENS C 11211 PIERCE PLAZA OMAHA, NE 68144

X

Chairman and CEO

Signatures

Terry J. McClain for Mogens

**Signature of Reporting Person

C. Bay 05/09/2005

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).

Date

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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