

Francis Timothy P
 Form 4
 December 19, 2018

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 *
 Francis Timothy P

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)

VALMONT INDUSTRIES,
 INC., ONE VALMONT PLAZA

(Street)

OMAHA, NE 68154-5215

(City) (State) (Zip)

3. Date of Earliest Transaction
 (Month/Day/Year)
 12/17/2018

____ Director
 Officer (give title below)
 ____ 10% Owner
 ____ Other (specify below)
 Vice Pres & Corp Controller

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

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 Ownership (Instr. 4)
				(A) or (D)			
			Code	V Amount	(D) Price		
Common Stock	12/17/2018		A	753 ⁽¹⁾	A \$ 0	2,903	D
Common Stock	12/18/2018		F	47	D \$ 112.41	2,856	D

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

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 (9-02)

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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. 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 (right to buy)	\$ 112.08	12/17/2018		A	2,833	12/17/2019 ⁽²⁾ 12/17/2025	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 112.08	12/17/2018		A	4,000	12/17/2023 ⁽³⁾ 12/17/2025	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Francis Timothy P VALMONT INDUSTRIES, INC. ONE VALMONT PLAZA OMAHA, NE 68154-5215			Vice Pres & Corp Controller	

Signatures

/s/ R. Andrew Massey for Timothy P. Francis 12/19/2018

**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) Restricted stock unit award which vests on December 17, 2023.
- (2) The option vests in three equal annual installments on December 17, 2019, December 17, 2020, and December 17, 2021.
- (3) The option vests on December 17, 2023.

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.