

VALMONT INDUSTRIES INC
Form 4
May 01, 2012

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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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 *
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) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
04/27/2012

Director 10% Owner
 Officer (give title below) Other (specify below)
Chairman and CEO

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount or Price | | |
| Common Stock | 04/27/2012 | | M | | 25,033 A \$ 57.46 | 445,477 | D |
| Common Stock | 04/27/2012 | | F | | 17,103 D \$ 125.18 | 428,374 | D |
| Common Stock | 04/27/2012 | | M | | 14,654 A \$ 80.83 | 443,028 | D |
| Common Stock | 04/27/2012 | | F | | 11,614 D \$ 125.18 | 431,414 | D |
| Common Stock | 04/27/2012 | | M | | 14,829 A \$ 85.32 | 446,243 | D |

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Common Stock 04/27/2012 F 12,064 D \$ 125.18 434,179 D

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

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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) | \$ 57.46 | 04/27/2012 | | M | 25,033 | 12/14/2009 12/14/2015 | Common Stock 25 |
| Non-Qualified Stock Option (right to buy) | \$ 80.83 | 04/27/2012 | | M | 14,654 | 12/13/2010 12/13/2016 | Common Stock 14 |
| Non-Qualified Stock Option (right to buy) | \$ 85.32 | 04/27/2012 | | M | 14,829 | 12/13/2011 12/13/2017 | Common Stock 14 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|------------------|-------|
| | Director | 10% Owner | Officer | Other |
| BAY MOGENS C VALMONT INDUSTRIES, INC. ONE VALMONT PLAZA OMAHA, NE 68154 | X | | Chairman and CEO | |

Signatures

Terry J. McClain For: Mogens C. Bay 05/01/2012

**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).

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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