

PASKO WALTER
Form 4
February 19, 2013

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 *
PASKO WALTER

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)
02/14/2013

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
VP Procurement

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 (A) or Price (D)		
Common Stock	02/14/2013		M		656 A \$ 80.83	3,308	D ⁽¹⁾
Common Stock	02/14/2013		M		663 A \$ 85.32	3,971	D
Common Stock	02/14/2013		M		707 A \$ 83.94	4,678	D
Common Stock	02/14/2013		S		1,426 D \$ 158.989	3,252	D
Common Stock						717	I By Managed

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

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(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)	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)	Amount or Number of Shares
Non-Qualified Stock Option (right to buy)	\$ 80.83	02/14/2013		M	656	12/13/2010 ⁽²⁾ 12/13/2016	Common Stock	656
Non-Qualified Stock Option (right to buy)	\$ 83.94	02/14/2013		M	707	12/12/2012 ⁽³⁾ 12/12/2018	Common Stock	707
Non-Qualified Stock Option (right to buy)	\$ 85.32	02/14/2013		M	663	12/13/2011 ⁽⁴⁾ 12/13/2017	Common Stock	663

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

/s/ Walter Pasko 02/19/2013

**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) 542 shares held indirectly and reported as held "by Managed Account" were previously inadvertently reported as also directly owned.
- (2) The option vests in three annual installments beginning on December 13, 2010.
- (3) The option vests in three annual installments beginning December 12, 2012.
- (4) The option vests in three annual installments beginning on December 13, 2011.

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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