

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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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 \*  
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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