

PASKO WALTER  
Form 4  
February 23, 2011

**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 \*  
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)  
VALMONT INDUSTRIES  
INC, ONE VALMONT PLAZA  
(Street)

3. Date of Earliest Transaction (Month/Day/Year)  
02/21/2011

\_\_\_ Director \_\_\_ 10% Owner  
 Officer (give title below) \_\_\_ Other (specify below)  
VP Procurement

OMAHA, NE 68154

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

(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)	
				(A) or (D)	Price			
				Code	V	Amount		
Common Stock	02/21/2011		A <sup>(1)</sup>	411	A	\$ 0	4,262	D
Common Stock	02/22/2011		M	400	A	\$ 56.98	4,662	D
Common Stock	02/22/2011		F	215	D	\$ 105.77	4,447	D
Common Stock	02/22/2011		F	66	D	\$ 105.77	4,381	D
Common Stock	02/22/2011		M	1,500	A	\$ 86.72	5,881	D

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Common Stock	02/22/2011	F	1,229	D	\$ 105.77	4,652	D	
Common Stock	02/22/2011	F	97	D	\$ 105.77	4,555	D	
Common Stock	02/22/2011	M	655	A	\$ 80.83	5,210	D	
Common Stock	02/22/2011	F	500	D	\$ 105.77	4,710	D	
Common Stock	02/22/2011	F	49	D	\$ 105.77	4,661	D	
Common Stock	02/22/2011	M	1,667	A	\$ 57.46	6,328	D	
Common Stock	02/22/2011	F	905	D	\$ 105.77	5,423	D	
Common Stock	02/22/2011	F	251	D	\$ 105.77	5,172	D	
Common Stock	02/22/2011	S <sup>(2)</sup>	2,611	D	\$ 108.74	2,561	D	
Common Stock						807	I	by Managed Account

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

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

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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	\$ 56.98	02/22/2011		M	400	12/17/2007 <sup>(3)</sup> 12/17/2013	Common Stock

