

VALSPAR CORP  
Form 4  
June 05, 2017

**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 \*  
ENGH ROLF

(Last) (First) (Middle)  
P.O. BOX 1461  
(Street)  
MINNEAPOLIS, MN 55440

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
VALSPAR CORP [VAL]

3. Date of Earliest Transaction (Month/Day/Year)  
06/01/2017

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

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 Beneficial Ownership (Instr. 4)
			Code	V Amount (A) or (D) Price			
Common Stock	12/19/2016		G	14,500 D \$ 0	501,783	D	
Common Stock	04/26/2017		G	25,000 D \$ 0	476,783	D	
Common Stock	04/27/2017		G	25,000 D \$ 0	451,783	D	
Common Stock	04/28/2017		G	29,449 D \$ 0	422,334	D	
Common Stock	06/01/2017		A <sup>(1)</sup>	9,422 A <u>u</u>	431,756	D	

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Common Stock	06/01/2017		D	431,756	D	\$ 113	0		D	
Common Stock	06/01/2017		D	57,640 <u>(2)</u>	D	\$ 113	0		I	Savings and Retirement Plan

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 Securities (Instr. 3 and 4)	Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	
Stock Options (right to buy)	\$ 25.48	06/01/2017		D <sup>(3)</sup>	51,500	<u>(4)</u>	10/17/2017	Common Stock	51,500
Stock Options (right to buy)	\$ 26.37	06/01/2017		D <sup>(3)</sup>	61,000	<u>(4)</u>	10/21/2019	Common Stock	61,000
Stock Options (right to buy)	\$ 31.57	06/01/2017		D <sup>(3)</sup>	23,500	<u>(4)</u>	10/13/2020	Common Stock	38,000
Stock Options (right to buy)	\$ 32.34	06/01/2017		D <sup>(3)</sup>	14,500	<u>(4)</u>	10/05/2021	Common Stock	43,500
Stock Options (right to buy)	\$ 57.47	06/01/2017		D <sup>(3)</sup>	21,780	<u>(4)</u>	10/03/2022	Common Stock	21,780
	\$ 64.78	06/01/2017		D <sup>(3)</sup>	15,650	<u>(4)</u>	10/02/2023		15,650



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to January 14, 2019.

- Restricted stock unit award granted on 9/27/2016, which is after the date of the Merger Agreement. RSUs were to be paid out upon
- (6) vesting on 9/27/2019. This award will be converted into an equivalent award relating to shares of Sherwin-Williams common stock on the terms set forth in the Merger Agreement.

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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