

VALMONT INDUSTRIES INC  
Form 4  
February 26, 2014

**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 \*  
Kaniewski Stephen G

(Last) (First) (Middle)

VALMONT INDUSTRIES,  
INC., ONE VALMONT PLAZA

(Street)

OMAHA, NE 68154

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
VALMONT INDUSTRIES INC  
[VMI]

3. Date of Earliest Transaction  
(Month/Day/Year)  
02/24/2014

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)  
VP IT

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)
				(A) or (D)	Price		
Common Stock	02/24/2014		A	1,021 (1)	\$ 0	2,209	D
Common Stock	02/25/2014		M	1,666	\$ 76.95	3,875	D
Common Stock	02/25/2014		F	1,164	\$ 143.07	2,711	D
Common Stock	02/25/2014		M	2,580	\$ 85.32	5,291	D
Common Stock	02/25/2014		F	1,873	\$ 143.07	3,418	D

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Common Stock	02/25/2014	M	2,447	A	\$ 83.94	5,865	D
Common Stock	02/25/2014	F	1,762	D	\$ 143.07	4,103	D

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)		
						Date Exercisable	Expiration Date	Title	Amount
						Code	V	(A)	(D)
Non Qualified Stock Option (right to buy)	\$ 76.95	02/25/2014		M	1,666	10/18/2011 <sup>(2)</sup> 10/18/2014	Common Stock	1	
Non-Qualified Stock Option (right to buy)	\$ 85.32	02/25/2014		M	2,580	12/13/2011 <sup>(3)</sup> 12/13/2017	Common Stock	2	
Non-Qualified Stock Option (right to buy)	\$ 83.94	02/25/2014		M	2,447	12/12/2012 <sup>(4)</sup> 12/18/2018	Common Stock	2	

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Kaniewski Stephen G VALMONT INDUSTRIES, INC. ONE VALMONT PLAZA OMAHA, NE 68154			VP IT	

## Signatures

Todd G. Atkinson For: Stephen G.  
Kaniewiski

02/26/2014

\_\_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) Shares acquired under the company's long-term incentive plan.
- (2) The option vests in three annual installments beginning on October 18, 2011.
- (3) The option vests in three annual installments beginning on December 13, 2011.
- (4) The option vests in three annual installments beginning December 12, 2012.

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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