MANSFIELD WILLIAM L

Form 5

December 14, 2009

FORM 5 UNITED STATES SECURITIES AND EXCHANGE COMMISSION OMB

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue.

ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Expires: 2005
Estimated average burden hours per response... 1.0

Number:

3235-0362

January 31,

See Instruction
1(b). Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Form 3 Holdings Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
Reported
Form 4 30(h) of the Investment Company Act of 1940

Transactions Reported

			2. Issuer Name and Ticker or Trading Symbol VALSPAR CORP [VAL]				5. Relationship of Reporting Person(s) to Issuer (Check all applicable)				
(Last)		(1	6. Statem Month/E 10/30/2	s Fiscal Year Ended			_X_ Director _X_ Officer (g below)	ble) 0% Owner other (specify			
1.0.501	(Street)		4. If Amendment, Date Original Filed(Month/Day/Year)					Chairman and CEO 6. Individual or Joint/Group Reporting (check applicable line)			
MINNEAP	OLIS, MN 55	5440						_X_ Form Filed b	by One Reporting by More than One		
(City)	(State)	(Zip)	Tabl	le I - Non-Der	ivative Se	curiti	es Acq	uired, Disposed	of, or Benefic	ially Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	on Date 2A. Deemed (Year) Execution Date any (Month/Day/Y		3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) (A) or Amount (D) Price		5. Amount of Securities Beneficially Owned at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)		
common stock	Â	Â		Â	Â	Â	Â	92,133	D	Â	
common stock	10/30/2009	Â		J	2,250	A	\$ <u>(1)</u>	61,477	I	Savings and Retirement Plan	
Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.									SEC 2270 (9-02)		

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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)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)
				of (D) (Instr. 3, 4, and 5)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	

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> Is $\mathbf{F}_{\mathbf{i}}$

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
MANSFIELD WILLIAM L P. O. BOX 1461 MINNEAPOLIS, MN 55440	ÂX	Â	Chairman and CEO	Â			
Signatures							

oignatures

/s/ Linda Colman, by Power of 12/14/2009 Attorney

**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) vested shares in Valspar Savings and Retirement Plan as of allocation date 10/30/09

Note: File three copies of this Form, one of which must be manually signed. If space provided is insufficient, see Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

Reporting Owners 2