

Desigio Brian J  
 Form 4  
 February 19, 2013

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
 Expires: January 31, 2015  
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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 \*  
 Desigio Brian J

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)  
 02/14/2013

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

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	02/14/2013		M	850	A	\$ 80.83	3,303	D
Common Stock	02/14/2013		F	589	D	\$ 158.91	2,714	D
Common Stock	02/14/2013		M	860	A	\$ 85.32	3,574	D
Common Stock	02/14/2013		F	588	D	\$ 158.91	2,986	D
Common Stock	02/14/2013		M	1,374	A	\$ 83.94	4,360	D

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Common Stock      02/14/2013      F      934      D      \$ 158.91      3,426      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)	\$ 80.83	02/14/2013		M	850	12/13/2010 <sup>(1)</sup> 12/13/2016	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 83.94	02/14/2013		M	1,374	12/12/2012 <sup>(2)</sup> 12/12/2018	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 85.32	02/14/2013		M	860	12/13/2011 <sup>(3)</sup> 12/13/2017	Common Stock

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Desigio Brian J VALMONT INDUSTIES INC ONE VALMONT PLAZA OMAHA, NE 68154			VP Corporate Development	

## Signatures

Terry J. McClain For: Brian J. Desigio      02/19/2013

\_\_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) The option vests in three annual installments beginning on December 13, 2010.
  - (2) The option vests in three annual installments beginning December 12, 2012.
  - (3) The options vest in annual installments beginning on December 13, 2011.

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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