

VALSPAR CORP
Form 4
June 05, 2017

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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 *
HECKES HOWARD C

(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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | | (A) or (D) | Price | | |
| Common Stock | 06/01/2017 | | A ⁽¹⁾ | 13,207 | A 113 | 59,088 | D |
| Common Stock | 06/01/2017 | | D | 59,088 | D 113 | 0 | D |
| Common Stock | 06/01/2017 | | D | 2,427 ⁽²⁾ | D 113 | 0 | I Savings and Retirement and Plan |

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

SEC 1474 (9-02)

displays a currently valid OMB control number.

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) | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Stock Options (right to buy) | \$ 26.37 | 06/01/2017 | | D ⁽³⁾ | 50,000 | <u>(4)</u> | 10/21/2019 | Common Stock | 50,000 |
| Stock Options (right to buy) | \$ 31.57 | 06/01/2017 | | D ⁽³⁾ | 31,500 | <u>(4)</u> | 10/13/2020 | Common Stock | 31,500 |
| Stock Options (right to buy) | \$ 32.34 | 06/01/2017 | | D ⁽³⁾ | 42,000 | <u>(4)</u> | 10/05/2021 | Common Stock | 42,000 |
| Stock Options (right to buy) | \$ 57.47 | 06/01/2017 | | D ⁽³⁾ | 24,100 | <u>(4)</u> | 10/03/2022 | Common Stock | 24,100 |
| Stock Options (right to buy) | \$ 64.78 | 06/01/2017 | | D ⁽³⁾ | 19,480 | <u>(4)</u> | 10/02/2023 | Common Stock | 19,480 |
| Stock Options (right to buy) | \$ 76.85 | 06/01/2017 | | D ⁽³⁾ | 14,380 | <u>(4)</u> | 10/01/2024 | Common Stock | 14,380 |
| Stock Options (right to buy) | \$ 71.88 | 06/01/2017 | | D ⁽³⁾ | 26,330 | <u>(4)</u> | 09/30/2025 | Common Stock | 26,330 |
| Restricted Stock Units | \$ 0 | 06/01/2017 | | D ⁽⁵⁾ | 9,458 | <u>(5)</u> | <u>(5)</u> | Common Stock | 9,458 |

| | | | | | | | | |
|------------------------------|------|------------|------------------|--------|------------|------------|-----------------|--------|
| Restricted Stock Units | \$ 0 | 06/01/2017 | D ⁽⁶⁾ | 10,890 | <u>(6)</u> | <u>(6)</u> | Common Stock | 10,890 |
|------------------------------|------|------------|------------------|--------|------------|------------|-----------------|--------|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|--------------|-------|
| | Director | 10% Owner | Officer | Other |
| HECKES HOWARD C P. O. BOX 1461 MINNEAPOLIS, MN 55440 | | | Executive VP | |

Signatures

/s/ Timothy Beaström, by Power of
Attorney

06/05/2017

__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).

- Vesting of PSUs upon effectiveness of the merger contemplated by that certain Agreement and Plan of Merger (the "Merger Agreement")
- (1) by and between The Valspar Corporation, The Sherwin-Williams Company ("Sherwin-Williams") and Viking Merger Sub Inc., a wholly owned subsidiary of Sherwin-Williams.
 - (2) Includes 139 shares vested in the Valspar Savings and Retirement Plan from 10/29/2016 through 6/1/2017.
 - (3) Pursuant to the Merger Agreement, each outstanding option was canceled in exchange for a cash payment equal to the product of (i) the number of shares subject to such option and (ii) the excess of \$113.00 over the exercise price of the option.

All of such options are fully vested, except the options at an exercise price of \$76.85, which vest in equal annual installments on October 1, 2015, 2016 and 2017 and the options at an exercise price of \$71.88, which vest in equal annual installments on September 30, 2016, 2017 and 2018.
 - (5) RSUs were to be paid out upon vesting. Pursuant to the Merger Agreement, each outstanding RSU was canceled in exchange for a cash payment equal to the product of (i) the number of shares subject to such RSU and (ii) \$113.00. Vesting dates range from January 8, 2018 to January 14, 2019.
 - (6) 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 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.

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.