

Desigio Brian J  
 Form 4  
 February 19, 2013

**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 \*  
 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<br>VALMONT INDUSTIES INC<br>ONE VALMONT PLAZA<br>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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