Hendrickson Gary E Form 5 December 09, 2011				
FORM 5			OMB API	PROVAL
UNITED STATES Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b). Form 3 Holdings Section 17(a) of the Reported Form 4 Transactions	S SECURITIES AND EXCHANGE Washington, D.C. 20549 FATEMENT OF CHANGES IN BEN OWNERSHIP OF SECURITIES Section 16(a) of the Securities Exchan Public Utility Holding Company Act of) of the Investment Company Act of 19	NEFICIAL ge Act of 1934, of 1935 or Sectior	OMB Number: Expires: Estimated av burden hours response	•
Reported 1. Name and Address of Reporting Person <u>*</u> Hendrickson Gary E (Last) (First) (Middle) P. O. BOX 1461	 2. Issuer Name and Ticker or Trading Symbol VALSPAR CORP [VAL] 3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year) 10/28/2011 	_X_ Director _X_ Officer (give below)	x all applicable)	
(Street)	4. If Amendment, Date Original Filed(Month/Day/Year)	6. Individual or Jo (check	int/Group Repor	ting

MINNEAPOLIS, MNÂ 55440

X Form Filed by One Reporting Person ____ Form Filed by More than One Reporting Person

(City)	(State)	(Zip) Tab	le I - Non-De	rivative Se	ecuriti	ies Acq	uired, Disposed	l of, or Benefic	ially 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. Securi Acquirec Disposec (Instr. 3, Amount	d (A) of d of (E 4 and (A) or))	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	169,186	D	Â
common stock	Â	Â	Â	Â	Â	Â	14,620	Ι	Trust
common stock	Â	Â	Â	Â	Â	Â	12,920	Ι	Trust
common stock	10/28/2011	Â	J	370	А	\$ <u>(1)</u>	11,111	Ι	Savings and Retirement Plan

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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 2270 (9-02)

 Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned

 (e.g., puts, calls, warrants, options, convertible securities)

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exer	cisable and	7. Tit	le and	8. Price of	9.
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transaction	Number	Expiration D	ate	Amou	int of	Derivative	of
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Unde	rlying	Security	D
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Secur	ities	(Instr. 5)	Se
	Derivative				Securities			(Instr	. 3 and 4)		B
	Security				Acquired						0
					(A) or						Eı
					Disposed						Is
					of (D)						Fi
					(Instr. 3,						(I
					4, and 5)						
					(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
Hendrickson Gary E P. O. BOX 1461 MINNEAPOLIS, MN 55440	ÂX	Â	President and CEO	Â			
Signatures							
/s/ Linda Colman, by Power of Attorney		12/09/20	011				
**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 10/28/11

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.