

Kehoe John A
Form 4
September 13, 2018

FORM 4

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.
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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
Kehoe John A

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)
09/12/2018

____ Director ____ 10% Owner
X Officer (give title below) ____ Other (specify below)
Sr VP Info Technology and CIO

OMAHA, NE 68154

4. If Amendment, Date Original
Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check
Applicable Line)
X 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 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)
Common Stock	09/12/2018		M	991 A	\$ 132.84 2,911	D	
Common Stock	09/12/2018		S	991 D	\$ 137.5 1,920	D	
Common Stock	09/12/2018		M	2,068 A	\$ 104.47 3,988	D	
Common Stock	09/12/2018		S	2,068 D	\$ 137.5 1,920	D	
Common Stock					904	I	By 401(k) 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 1474
(9-02)

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 Underlying Security (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Non-Qualified Stock Option (right to buy)	\$ 132.84	09/12/2018		M		991		12/08/2015 ⁽¹⁾	12/08/2021	Common Stock	
Non-Qualified Stock Option (right to buy)	\$ 104.47	09/12/2018		M		2,068		12/16/2016 ⁽²⁾	12/16/2022	Common Stock	2

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Kehoe John A VALMONT INDUSTRIES INC ONE VALMONT PLAZA OMAHA, NE 68154	Sr VP Info Technology and CIO

Signatures

/s/ R. Andrew Massey for John A.
Kehoe 09/13/2018

**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 for 2,972 shares vested in three annual installments beginning on December 8, 2015.

(2) The option for 6,205 shares vested and vests in three annual installments beginning on December 16, 2016.

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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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