

VALSPAR CORP
Form 4
October 20, 2005

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 *
Hendrickson Gary E

(Last) (First) (Middle)
1101 THIRD STREET SOUTH
(Street)

MINNEAPOLIS, MN 55415

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
VALSPAR CORP [VAL]

3. Date of Earliest Transaction (Month/Day/Year)
10/19/2005

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)
Senior 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 Ownership (Instr. 4)
common stock				(A) or (D)	23,056 ⁽¹⁾	D	
common stock				Code V Amount (D) Price	7,872 ⁽¹⁾	I	401(k) ⁽²⁾

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

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(9-02)

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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 Securities (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
stock option (right to buy)	\$ 15.625 (3)					01/08/1999 01/08/2008	common stock 3,200 (3)
stock option (right to buy)	\$ 17.5 (3)					12/16/1999 12/16/2008	common stock 5,600 (3)
stock option (right to buy)	\$ 20.125 (3)					12/15/2000 12/15/2009	common stock 9,000 (3)
stock option (right to buy)	\$ 11.82 (3)					10/18/2000 10/18/2010	common stock 42,332 (3)
stock option (right to buy)	\$ 16.8 (3)					10/17/2002 10/17/2011	common stock 30,000 (3)
stock option (right to buy)	\$ 20.65 (3)					10/16/2003 10/16/2012	common stock 25,000 (3)
stock option (right to buy)	\$ 22.1 (3)					01/09/2004 01/09/2013	common stock 27,200 (3)
stock option (right to buy)	\$ 23.94 (3)					10/15/2004 10/15/2013	common stock 20,000 (3)
						10/13/2005 10/13/2014	

stock option (right to buy)	\$ 23.34 <u>(3)</u>							common stock	20,000 <u>(3)</u>
stock option (right to buy)	\$ 21.57 <u>(4)</u>	10/19/2005	A	25,000 <u>(4)</u>	10/19/2006	10/19/2015		common stock	25,000 <u>(4)</u>

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Hendrickson Gary E 1101 THIRD STREET SOUTH MINNEAPOLIS, MN 55415			Senior VP	

Signatures

/s/ Linda Colman, by Power of Attorney
10/20/2005

__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) On September 23, 2005 the common stock of The Valspar Corporation split 2-for-1 and ownership is being adjusted to reflect the split
- (2) Vested shares in Valspar ESOP 401(k) plan as of allocation date 10/29/04 being adjusted to reflect the 2 for-1 split on September 23, 2005
- (3) This option was previously reported covering this grant and is being adjusted to reflect the 2-for-1 split on September 23, 2005
- (4) Stock option grant, vests in one-thirds starting one year from grant date

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.